

Title	Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons
Effective date of Issue	May 16, 2015
Date of Revision	January 28, 2025



**APAR INDUSTRIES LIMITED**

**CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING,  
MONITORING AND REPORTING OF TRADING BY DESIGNATED PERSONS\***

**1. TITLE**

This code shall be called APAR Industries Limited - Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons (COC).

**2. INTRODUCTION**

The Company had framed Code of Conduct for Prevention of Insider Trading under the SEBI (Prohibition of Insider Trading) Regulations, 2015. This COC was amended in accordance with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 vide Notification dtd. 31<sup>st</sup> December, 2018.

This COC had been amended in terms of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2020 dtd. 17<sup>th</sup> July, 2020, SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/135 dtd. July 23, 2020 and SEBI (Prohibition of Insider Trading) (Second Amendment) Regulations, 2024.

Further, this COC has now been amended in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) (Third Amendment) Regulations, 2024 dated December 6, 2024.

**3. THE POLICY AND OBLIGATIONS**

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every director, officer, designated person of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No director, officer, designated person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

To achieve these objectives, APAR Industries Limited (herein after referred to as "the Company") hereby notifies that this code of conduct is to be followed by all Directors, Officers, Designated Persons and Connected Persons.

**4. Definitions**

- 4.1 "Act" means the Securities and Exchange Board of India Act, 1992.
- 4.2 "Board" means the Board of Directors of the Company.
- 4.3 "Code" or "Code of Conduct" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons of APAR Industries Limited as amended from time to time.
- 4.4 "Company" means APAR Industries Limited.

(\* Effective from 16<sup>th</sup> May, 2015 and last amended w.e.f. January 28, 2025)

**4.5 “Compliance Officer”** means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations 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 listed company or the head of an organization, as the case may be.

**4.6 “Connected Person”** means:

- (i) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
  - (a) a relative of connected persons specified in clause (i); or
  - (b) a holding company or associate company or subsidiary company; or
  - (c) an intermediary as specified in Section 12 of the Act 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 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 relative or banker of the Company, has more than ten per cent, of the holding or interest; or
  - (k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
  - (l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);

**4.7 “Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

**4.8 “Designated Person ”** shall include:

- (i) Promoters and Promoter Group of the Company as included in the shareholding pattern of the Company;
- (ii) Directors and Key Managerial Personnel of the Company;
- (iii) every employee in the grade of Senior General Managers and above;
- (iv) every employee in the finance, accounts, IT, secretarial and legal department of the Company and Subsidiary Companies, who have access to unpublished

- price sensitive information of the Company, as may be determined and informed by the Compliance Officer;
- (v) any other person or employee as may be determined by the Board of Directors of the Company from time to time and
  - (vi) Immediate Relatives of the persons specified in (i) to (v) above.
- 4.9 **“Director”** means a member of the Board of Directors of the Company.
- 4.10 **“Employee”** means every employee of the Company including the Directors in the employment of the Company.
- 4.11 **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.
- 4.12 **“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.
- 4.13 **“Insider”** means any person who is,
- (i) a connected person; or
  - (ii) in possession of or having access to unpublished price sensitive information including a person having access to such information by virtue of a legitimate purpose as described under Clause 6.1 of this Code.
- 4.14 **“Key Managerial Personnel”** means person as defined in Section 2(51) of the Companies Act, 2013.
- 4.15 **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- 4.16 **“Promoter Group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- 4.17 **“relative”** shall mean the following:
- (i) spouse of the person;
  - (ii) parent of the person and parent of its spouse;
  - (iii) sibling of the person and sibling of its spouse;
  - (iv) child of the person and child of its spouse;
  - (v) spouse of the person listed at sub-clause (iii); and
  - (vi) spouse of the person listed at sub-clause (iv)
- 4.18 **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.
- 4.19 **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- 4.20 **“Trading”** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
- 4.21 **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.

**4.22 “Unpublished Price Sensitive Information”** means any information, relating to a 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 in terms of SEBI (PIT) Regulations but not restricted to, information relating to the following:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions; and
- (v) changes in key managerial personnel;

**4.23 “Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in this legislation.

## **5. Role of Compliance Officer**

**5.1** 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,

## **6. Preservation of “Price Sensitive Information”**

**6.1** All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

Explanation : For the purpose of above Clause, legitimate purpose shall mean sharing of information by the Company with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants in its ordinary course of business.

**6.2** Designated Persons and immediate relatives of designated persons in the organization shall be governed by an internal code of conduct governing dealing in securities.

**6.3** The Company shall however, in no circumstances share information solely for the purpose of evading the compliances of these regulations or circumventing the prohibitions of these regulations.

- 6.4** Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails where the Board of Directors of the Company is of opinion that the proposed transaction is in the best interests of the Company; and the information that may constitute unpublished price sensitive information is disseminated to be made generally available prior to the proposed transactions or immediately after the transactions being effected as statutorily required in such form as the Board of Directors may determine.

However, the Board of Directors may require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

**6.5** **Need to Know:**

- (i) "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company only in furtherance of legitimate purposes, who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

**6.6** **Limited access to confidential information**

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

**6.7** **Digital database of information**

The Company shall have a structured digital database containing the names of such persons or entities as the case may be with whom information is shared under this regulation.

**6.8** **Maintenance of an additional Structured Digital Database (SDD) for monitoring of UPSI.**

In addition to the Structured Digital Database (SDD) as mentioned at Point no. 6.7 hereinabove, the Company shall ensure to have an additional structured digital database containing the details of nature of Unpublished Price Sensitive Information (UPSI) and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number (PAN) or any other identifier authorized by law where PAN is not available. 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. The Company shall authorised any of its Executives or Officials to maintain in-house SDD w.r.t. sharing of UPSI as required under the amended SEBI (PIT) Regulations, 2015.

The SDD shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the SDD shall be preserved till the completion of such proceedings.

**7. Prevention of misuse of “Unpublished Price Sensitive Information”**

**Designated Persons** in the Company shall be governed by an internal code of conduct governing dealing in securities.

No Insider or their relative shall either on their behalf or on behalf of any other person, trade in securities of the Company when in possession of any UPSI.

When an Insider or any other Designated Person trades in securities while in possession of UPSI, their trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

The onus of establishing that the Insider or such Designated Person was not in possession UPSI shall be on them.

**8. Trading Plan**

**8.1** An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

**8.2 Trading Plan shall:**

- (i) not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
- (ii) contain an outer limit on the duration of the time period, so that while it allows the insider to split their trades across different dates, duration should not be so long that it is prone to misuse. ;
- (iii) not entail overlap of any period for which another trading plan is already in existence;
- (iv) set out following parameters for each trade to be executed:
  - (i) either the value of trade to be effected or the number of securities to be traded;
  - (ii) nature of the trade;
  - (iii) either specific date or time period not exceeding five consecutive trading days;
  - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
    - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and up to twenty per cent higher than such closing price;
    - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and up to twenty per cent lower than such closing price.

Explanation:

- i. While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause shall be optional.
- ii. The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.
- iii. Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed

(v) not entail trading in securities for market abuse.

**8.3** The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

**8.4** The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

**8.5** The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

**8.6** Trading Window norms shall not be applicable for trades carried out in accordance with the approved Trading Plan.

**9. Trading Window and Window Closure**

- (i) The trading period, i.e. the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.
- (ii) The trading window shall be, inter alia, closed 7 to 10 days or such shorter period as the case may be prior to and during the time the unpublished price sensitive information is published or for any longer period in line with provisions of SEBI (PIT) Regulations and BSE and NSE circulars and amendments, as amended from time to time.

- (iii) When the trading window is closed, the Designated Persons shall not trade in the Company's securities in such period.
- (iv) All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.
- (v) 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 is closed.

9.1 The Compliance Officer shall intimate the closure of trading window to all the designated persons of the Company when he/she determines that a designated person or class of designated persons can reasonably be expected to have in possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

9.2 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

9.3 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.

## 10. Pre-clearance of trades

10.1 All Designated Persons, who intend to deal in the securities of the Company when the trading window is opened and 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 ten lakh rupees or such other value as may be specified, should pre-clear the transaction. However, no designated person shall be entitled to 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 and hence he shall not be allowed to trade. The pre-dealing procedure shall be as hereunder:

(i) An application may be made in the prescribed Form (**Annexure 1**) to the Compliance Officer indicating the estimated number of securities that the Specified Designated Persons intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

(ii) An Undertaking (**Annexure 2**) shall be executed in favour of the Company by such Designated Persons incorporating, *inter alia*, the following clauses, as may be applicable:

(a) That the employee/director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.



- (b) That in case the Designated Person has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer 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.
  - (c) That the Designated Person has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
  - (d) That the Designated Person has made a full and true disclosure in the matter.
- (iii) All Designated Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form (Annexure 4). In case the transaction is not undertaken, a Nil report to that effect shall be filed (Annexure 4).
- (iv) If the order is not executed within seven days after the approval is given, the designated person must pre-clear the transaction again.
- (v) All Designated Persons who 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. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any 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 Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund (IPEF) administered by SEBI under the Act.

Restriction on contra trade shall also be applicable in case of trades carried out in accordance with the approved Trading Plan.

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

- (vi) Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- (vii) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

## **11. Other Restrictions**

- 11.1 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.
- 11.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

11.3 The disclosures made under this Code shall be maintained for a period of five years.

## 12. Reporting Requirements for transactions in securities

### Initial Disclosure

12.1 (\*\*\*)

12.2 Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a Promoter (**Annexure 5**).

12.3 Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- a) immediate relatives
- b) persons with whom such designated person(s) shares a material financial relationship
- c) Phone, mobile and cell numbers which are used by them

Explanation: The term "material financial relationship" shall mean 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 twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

### Annual Disclosures of Shareholdings in the Company:

12.4 Every Promoter / Key Managerial Personnel / Director / Designated Persons of the Company are required to disclose Shares and Voting Rights held in the Company (including Shares held by immediate relatives) as at 31<sup>st</sup> March of each year. This information is required to be furnished by 30<sup>th</sup> April of each year as per enclosed **Annexure 6** and return the same to the Compliance Officer duly signed.

### Continual Disclosure

12.5 Every promoter, designated person and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction 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 Lakhs (**Annexure 7**).

The disclosure shall be made within 2 working days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

### Disclosure by the Company to the Stock Exchange(s)

12.6 Within 2 days of the receipt of intimation under Clause 12.4, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

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12.1 Omitted by Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2021 (w.e.f. April 26, 2021).

12.7 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

12.8 In terms of the provisions of the SEBI Circulars in respect of Automation of Continual Disclosures (System Driven Disclosure), the Company is dispensed with manual filing of above disclosures.

**Disclosure of Off market transactions:**

12.9 Off-market trades shall be reported by the insiders to the company within two working days.

**13. Dissemination of Price Sensitive Information**

13.1 No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

13.2 Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

**14. Miscellaneous**

14.1 The Board of Directors or such other analogous may authorize one of the Executive Directors shall in consultation with the compliance officer specify the designated persons to be covered by the code on the basis of their role and function and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.

14.2 The Board of Directors shall frame such internal control systems as may be required to overview the compliance of this Code from time to time.

14.3 The Employees of the Company can follow the existing whistle Blower Policy of the Company to register a complaint for contravention to the Code of Conduct & any violation of SEBI (Prohibition on Insider Trading), Regulations, 2015.

**15. Penalty for contravention of the code of conduct**

15.1 Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

15.2 Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.

- 15.3 Designated Persons who violate the 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, recovery etc. Any amount collected by the Company from the Designated Person(s) for violation of COC of the Company shall also be remitted to SEBI for credit to the IPEF.
- 15.4 The action taken by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.
- 15.5 The Company shall promptly intimate to the Stock Exchanges (instead of SEBI), if it observes any kind of violation of provisions of SEBI (PIT) Regulations, 2015, as per the revised format specified by SEBI and as mentioned in Annexure 8.

16. **Process document for how and when people are brought inside on sensitive transactions**

Pursuant to Clause 15 of 'Schedule B' of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the listed entities shall have a process for how and when people are brought 'inside' on sensitive transactions. The Company has prepared process document for how and when people shall bring inside on sensitive transaction which is annexed as Annexure 9 here below.

17. **Amendment**

Any subsequent amendment / modification in the Regulations or any other governing Act/Rules/Regulations or re-enactment, impacting the provisions of this Code, shall automatically apply to this Code and the relevant provision(s) of this Code shall be deemed to be modified and/or amended to that extent, even if not incorporated in this Code.

**Process Owner : Compliance Officer**



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**Chaitanya N. Desai**  
**DIN:00008091**  
**(Managing Director)**

**Mumbai, January 28, 2025**

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## ANNEXURE 1

### SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,

The Compliance Officer  
**APAR Industries Limited**  
Vadodara

Dear Sir/Madam,

#### Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to acquire / sell / inter-se transfer / subscription of \_\_\_\_ equity shares of the Company in Open Market, as per details given below:

1.	Name	:	
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) Sell of securities
6.	Proposed date of dealing in securities	:	
7.	Estimated number of securities proposed to be acquired / subscribed / sold / inter-se transfer	:	
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 deal	:	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	:	

I am enclosing herewith the form of Undertaking signed by me.

Yours faithfully,

(\_\_\_\_\_)

Name and Designation of DP  
Signature

## ANNEXURE 2

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

#### UNDERTAKING

To,  
**APAR Industries Limited**  
Vadodara

I, \_\_\_\_\_, \_\_\_\_\_ of the Company residing at \_\_\_\_\_, desirous of dealing in \_\_\_\_\_ \* equity 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 of this Undertaking.

In the event that I have access to or receive any information that could be construed as "Unpublished 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 fresh pre-clearance.

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

Date:

( \_\_\_\_\_ )  
Name and Designation of DP  
Signature

\* Indicate number of shares

**ANNEXURE 3**

**FORMAT FOR PRE- CLEARANCE ORDER**

To,

**Name** : \_\_\_\_\_  
**Designation** : \_\_\_\_\_  
**Place** : \_\_\_\_\_

Dear Sir,

This is to inform you that your request for dealing in 99 equity shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ i.e. within 7 days from \_\_\_\_\_.

In case you do not execute the approved transaction / deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction / deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction / deal. In case, the transaction is not undertaken, a 'Nil' report shall be necessary.

Yours faithfully,  
**For APAR INDUSTRIES LIMITED**

**COMPLIANCE OFFICER**

Date: \_\_\_\_\_

**Encl.:** Format for submission of details of transaction

## ANNEXURE 4

### FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,

The Compliance Officer  
APAR Industries Limited  
Vadodara

I hereby inform that I -

- have not bought / sold / subscribed to any securities of the Company.
- have acquire / sold / inter-se transfer / subscribed \_\_\_\_\_ securities as mentioned below on \_\_\_\_\_.

Name of holder	No. of securities dealt with	Acquired / Bought / Sold / Inter-se Transfer / Subscribed	DP ID / Client ID / Folio No.	Price (Rs.)

Date:

( \_\_\_\_\_ )  
Name and Designation of DP  
Signature



**FORMAT FOR INITIAL DISCLOSURE OF SECURITIES**

**FORM A**

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

**[Regulation 7 (1) (b) read with Regulation 6 (2) - Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]**

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 the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN / DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP / Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of share-holding	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 the promoter group of a listed company and immediate relatives of such persons 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			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			
						Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No	Contract Specifications	Number of units (Contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (Contracts * lot size)
1	2	3	4	5	6	7	8	9	10	11	12	

*Note: 1. "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.  
2. In case of Options, notional value shall be calculated based on premium plus strike price of options.*

Date:

Name & Signature:

Place:

Designation:

**ANNUAL STATEMENT OF DECLARATION**

(For any no. of Equity Shares held)

Date: \_\_\_\_\_

To:

The Company Secretary  
(Compliance Officer)  
APAR Industries Limited  
301, Panorama Complex,  
R. C. Dutt Road,  
Vadodara – 390 007.

Dear Sir,

In terms of clauses of the Company's Code of internal procedures and conduct for regulating, monitoring and reporting of trading by designated persons I, in my capacity as "Officer" / "Executive" / "Designated Person" / "Connected Person" / "Insider", hereby inform you about the Equity Shares / Securities / voting rights held by me in the Company as on 31<sup>st</sup> March, \_\_\_\_\_ as per particulars given hereunder:-

<b>Folio No. (Physical mode)</b>	<b>Distinctive Nos. (Physical mode)</b>	<b>Client ID &amp; DP ID (Demat mode)</b>	<b>No. of Equity Shares / Securities</b>

I also inform you about the names of persons who are to be considered as my Dependent Family Members / Immediate Relatives / Persons with Material Financial Relationship (relationship in which I give money equivalent of at least 25% of my annual income) and their holding details are as under :

<b>Name of family member / Immediate relatives / Persons with Material Financial Relationship</b>	<b>Relationship &amp; Phone, mobile and cell numbers which are used by them</b>	<b>PAN</b>	<b>Folio No.</b>	<b>Distinctive Nos.</b>	<b>Client ID &amp; DP ID</b>	<b>No. of Equity Shares / Securities as on date of declaration</b>

In compliance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and as mentioned in Company's Code of internal procedures and conduct for regulating, monitoring and reporting of trading by designated persons, I, undersigned, hereby undertake/declare that:

1. I/my Immediate Relative(s), any of whom; is either dependent financially on me or consults me in taking decisions relating to trading in securities, have not executed intraday contra trade or intra week contra trade in the securities of the Company.
2. I/my Immediate Relative(s) have not contravened the Company's Code as notified by the Company from time to time.

I further declare that what is stated above is true to the best of my knowledge and belief.

Yours faithfully,

**Signature** :  
**Name** :  
**Designation** :  
**PAN** :  
**Contact No.** :  
**Place** :

**Note:** Even if you or your family members are not holding any shares in the Company, please mention as Nil against number of Equity Shares held.

**FORMAT FOR CONTINUAL DISCLOSURE OF SECURITIES**

**FORM B**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (2) read with Regulation 6(2) - Continual disclosure]**

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, 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 Company	Mode of acquisition / disposal (on market / public rights / preferential offer / off market Inter-se transfer / ESOPs etc.)	Exchange on which the trade was executed	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).				Exchange on which the trade was executed			
		Type of securities (For eg. Shares, Warrants, Convertible Debentures, Rights 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 eg. Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of Share-holding	From	To				Trading in derivatives (Specify type of contract, Futures or Options etc.)							
															Type of contract	Contract specifications	Buy			Sell		
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	

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

Date

Place

Name & Signature:

Designation:

**FORM C (Indicative Format)**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**Regulation 7 (3) – Transactions by Other connected persons as identified by the Company**  
**Details of trading in securities by other connected persons as identified by the company.**

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with 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 Company	Mode of acquisition / disposal (on market / public rights / preferential offer / off market Inter-se transfer, ESOs etc.)	Exchange on which the trade was executed	Details of trading in derivatives on the securities of the company by other connected persons as identified by the company							
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of Shareholding	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 eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of Shareholding	From	To				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		
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16		17	18	19	20	21	22

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

Date:

Name:

Place:

Signature:

**Annexure 8**

**Report by (Name of the listed Company / Intermediary / Fiduciary) for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015.**

*[For listed companies: Schedule B read with Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015*

*For Intermediaries / Fiduciaries: Schedule C read with Regulation 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015]*

Sr. No.	Particulars	Details
1	Name of the listed company/ Intermediary/Fiduciary	
2	<i>Please tick appropriate checkbox</i> Reporting in capacity of : <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary	
3	<b>A. Details of Designated Person (DP)</b>	
	i. Name of the DP	
	ii. PAN of the DP	
	iii. Designation of DP	
	iv. Functional Role of DP	
	v. Whether DP is Promoter or belongs to Promoter Group	
	<b>B. If Reporting is for immediate relative of DP</b>	
	i. Name of the immediate relative of DP	
	ii. PAN of the immediate relative of DP	
	<b>C. Details of transaction(s)</b>	
	i. Name of the scrip	
	ii. No of shares traded and value (Rs.) (Date- wise)	
	<b>D. In case value of trade(s) is more than Rs.10 lacs in a calendar quarter</b>	

Sr. No.	Particulars	Details																						
	i. Date of intimation of trade(s) by concerned DP / director / promoter / promoter group to Company under regulation 7 of SEBI (PIT) Regulations, 2015																							
	ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015																							
4	Details of violations observed under Code of Conduct																							
5	Action taken by Listed company/ Intermediary/ Fiduciary																							
6	Reasons recorded in writing for taking action stated above																							
7	Details of the previous instances of violations, if any, since last financial year																							
8	<p>If any amount collected for Code of Conduct violation(s)</p> <p>i. Mode of transfer to SEBI - IPEF (Online/Demand Draft)</p> <p>ii. Details of transfer/payment In case of Online:</p> <table border="1" data-bbox="416 869 1289 1178"> <thead> <tr> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>Name of the transferor</td> <td></td> </tr> <tr> <td>Bank Name, branch and Account number</td> <td></td> </tr> <tr> <td>UTR/Transaction reference Number</td> <td></td> </tr> <tr> <td>Transaction date</td> <td></td> </tr> <tr> <td>Transaction Amount (in Rs.)</td> <td></td> </tr> </tbody> </table> <p>In case of Demand Draft (DD):</p> <table border="1" data-bbox="408 1283 1283 1473"> <thead> <tr> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>Bank Name and branch</td> <td></td> </tr> <tr> <td>DD Number</td> <td></td> </tr> <tr> <td>DD date</td> <td></td> </tr> <tr> <td>DD amount (in Rs.)</td> <td></td> </tr> </tbody> </table>	Particulars	Details	Name of the transferor		Bank Name, branch and Account number		UTR/Transaction reference Number		Transaction date		Transaction Amount (in Rs.)		Particulars	Details	Bank Name and branch		DD Number		DD date		DD amount (in Rs.)		
Particulars	Details																							
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Particulars	Details																							
Bank Name and branch																								
DD Number																								
DD date																								
DD amount (in Rs.)																								
9	Any other relevant information																							

Yours faithfully,

Date and Place

Name and Signature of Compliance Officer

PAN:

Email ID:

**PROCESS DOCUMENT FOR HOW AND WHEN PEOPLE ARE BROUGHT INSIDE ON SENSITIVE TRANSACTIONS**

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The Securities and Exchange Board of India ("SEBI" or "the Board") vide Notification No. No. LAD-NRO/GN/2014-15/21/85 has issued SEBI (Prohibition of Insider Trading) Regulations, 2015 which come into effect from 15<sup>th</sup> May, 2015 and further amended in accordance with the Notification on 31<sup>st</sup> December, 2018.

Pursuant to Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company is required to frame Minimum Standards for Code of Conduct for Listed Companies to Regulate, Monitor and Report Trading by Designated Persons. Clause 15 of the Model as given under 'Schedule B' of the SEBI (Prohibition of Insider Trading) Regulations, 2015 requires Listed entities to have a process for how and when people are brought 'inside' on sensitive transactions. Therefore, the Company has prepared following process.

1. Sensitive transactions will generally mean any transaction which is of concern directly or indirectly to the company that is not generally available in public domain or is not generally known or published by the company for general information but which if published or upon becoming generally available is likely to materially affect the price of securities of the company on the Stock exchange.
2. All the individuals or other entities (including but not limited to Promoters / Promoter group / Directors / others) involved in / dealing with / privy to such sensitive transaction shall ensure that information of such transaction is accessed by / shared by them only for legitimate business purpose.
3. The Head of respective individual departments (HODs) of the Company will be primarily responsible to identify the employees who are likely to have access to Unpublished Price Sensitive information (UPSI) or are required to be brought inside for working on sensitive transactions;
4. Periodic review of such list will be made by the HODs in consultation with the Compliance Officer;
5. Human Resources (HR) department in consultation with HODs will also periodically assess whether a particular job profile involves likelihood of possession of UPSI;
6. The HODs will identify the persons to whom UPSI is required to be shared for sensitive transactions for legitimate (business) purposes from time to time and shall communicate the details of such identify persons to the Compliance Officer.
7. The information shall be shared with any such person strictly on 'need to know' basis.
8. Such individuals would be sensitized to keep the UPSI confidential and not to use / pass on such information directly / indirectly to anyone and they will be made aware of the duties and responsibilities attached to the receipt of such Inside Information, and the liability that attaches to misuse or unwarranted use of such information.
9. The Board of Directors of the Company shall have the power to amend any of the provisions of this Process document, substitute any of the provisions with a new provision and also replace this document entirely with a new document.
10. Any words used in this document but not defined herein shall have the same meaning as described to it in the Companies Act, 2013 or Rules made thereunder, Securities & Exchange Board of India Act or Rules and Regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 or any other relevant legislation/law applicable to the Company, as amended from time to time.