

GRAPHISADS LIMITED
(Formerly known as Graphisads Private Limited)

**Code of Conduct to Regulate, Monitor and Report Trading by
Designated Persons**

I. Preface:

1. This Code is framed under the SEBI (Prohibition of Insider Trading) Regulation, 2015.
2. This Policy shall become effective from 01st August, 2023 and as amended from time to time.

II. Definitions:

1. **"Act"** means the Securities and Exchange Board of India Act, 1992;
2. **"Board"** means the Securities and Exchange Board of India;
3. **"Company"** means Name of Company **GRAPHISADS LIMITED**;
4. **"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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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 Graphisads Limited.
5. **"Financially Literate"** shall mean a person who has the ability to read and understand basic financial statements i.e., balance sheet, profit and loss account, and statement of cash flows.

Compliance Officer shall be the Officer at-least in the rank of Deputy General Manager for ensuring compliances under this Code.

6. **"Connected Person"** – means any person who is or has during the 6 months prior to the concerned act been associated with a 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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonable expected to allow such access. The person falling within the following categories shall be deemed to be connected person unless the contrary is established:

- (a) An immediate relative of connected persons; 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 a company or his immediate relative or banker of the company, has more than 10% of the holding or interest;

7. **"Designated Person"** shall include:

- a) Government of India, being the Promoter of the Company;
- b) Directors of the Company;
- c) Chief Executive Officer, Whole Time Directors, Group Financial Advisor, Executive Directors, Chief Financial Officer, Company Secretary and all the employees of the Company;
- d) Employees of material subsidiaries designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their Board of Directors;
- e) Chief Executive Officer and employees upto two levels below Chief Executive Officer of the material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;

8. **"Material Subsidiary"** shall mean a subsidiary, whose income or net worth exceeds 10% of the consolidated Income or Net Worth in the immediately preceding Accounting Year.

9. **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis.

10. **"Legitimate Purposes"** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

11. **"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.

12. **"Insider"** means any person who is:

- (a) A connected person; or
- (b) In possession of or having access to unpublished price sensitive information

13. **"Promoter"** shall have same the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

14. **"Securities"** shall have the meaning assigned to it under the Securities Contracts(Regulation) Act, 1956 or any modification thereof except units of mutual funds;
15. **"Trading"** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
16. **"Trading Day"** means a day on which the recognized stock exchanges are open for trading.
17. **"Trading Window"** means a permissible trading period for trading in the Securities of Graphisads Limited, as specified by the company from time to time.
18. **"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 but not restricted to, information relating to the following: –
 - a) Financial Results;
 - b) Dividends;
 - c) Change in capital structure;
 - d) Mergers, De-Mergers, Acquisitions, De-listings, Disposals and expansion of business and such other transactions;
 - e) Changes in key managerial personnel.

III. Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The Code shall comply with the norms of "Chinese wall" procedures and processes for permitting any Designated Person to "cross the wall".

IV. Regulating & Monitoring of the Trades to be executed by Designated Persons

1. Designated Persons and Immediate Relatives of the Designated Persons in the Organisation shall be governed by this Code of Conduct governing dealing in Securities.
2. Designated Persons or their immediate relatives may execute trades subject to compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015.
3. A notional Trading Window will be used as an instrument of monitoring trading by the Designated Persons and their immediate relatives.
4. The Trading Window will be closed when the Compliance Officer determines that a Designated Person or Class of Designated Persons can reasonably be expected to

have possession of Unpublished Price Sensitive Information. Such Closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

5. The Designated Persons and / or their immediate relatives will not be allowed to trade in securities when the trading window is closed. However, the trading restriction shall not apply in the following cases:

a) The transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of Regulation 3 of SEBI (PIT) Regulations, 2015 and both parties had made a conscious and informed trade decision. Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of SEBI (PIT) Regulations, 2015;

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. The company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

b) The transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of Regulation 3 of SEBI (PIT) Regulations, 2015 and both parties had made a conscious and informed trade decision. Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of SEBI (PIT) Regulations.

c) The transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

d) The transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

e) The trades were pursuant to a trading plan set up in accordance with Regulation 5 of SEBI (PIT) Regulations, 2015.

f) Pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by SEBI;

g) Transactions which are undertaken in accordance with respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time

6. The Trading Restriction period shall be applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by Audit Committee and Board Meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
7. For any other case apart from consideration of the financial results, the Compliance Officer shall decide the period of closure of Trading Window. The timing of the 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 48 hours after the information becomes generally available.

V. Execution of Trade by Designated Persons

1. Trading by Designated Persons during the period when the Trading Window is open shall be subject to the pre-clearance by the Compliance Officer, if the value of the proposed transaction or series of transactions over a calendar quarter aggregates to a traded value of **₹10 Lakh or above**. The Form for applying for pre-clearance of trade is enclosed at **Annexure – I**.
2. Prior to granting of pre-clearance of trade to the Designated Person, 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. The Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate. Once the trade is executed, the Designated Person shall report such execution of Trade to the Compliance Officer in the format enclosed at **Annexure – II**.
3. The window for executing the trade by Designated Person pursuant to having obtained the pre-clearance shall be **7 trading days**. In case the trade is not executed within 7 trading days, the pre-clearance shall elapse and the Designated Person will have to obtain fresh pre-clearance for executing such trade. In case the Designated Person has not executed the proposed trade after obtaining of pre-clearance, he/she shall report the same to the Compliance Officer in the format enclosed at **Annexure – III**.
4. Once a trade is executed by the Designated Person, he/she shall not be allowed to execute any contra-trade for a period of not less than 6 months. In case such contra-trade is executed inadvertently or otherwise, in violation of the restriction, the profits from such trade shall be liable to be disgorged for remittance to The Securities and Exchange Board of India for credit to the Investor Protection and Education Fund administered by SEBI. However, the restriction for contra-trade shall not be applicable for trades pursuant to the exercise of Stock Options.
5. In case the Designated Person has to enter into a contra-trade within a period of 6 months of the execution of the initial trade, an application seeking relaxation shall be made to the Compliance Officer. The Designated Person shall certify that he/she is not in possession of any unpublished price sensitive information at the time of making the application. The Compliance Officer on receipt of requisite declaration that the

Designated Person is not in possession of any unpublished price sensitive information and after assuring that the proposed trade is not in contravention to the provisions of the SEBI(Prohibition of Insider Trading) Regulations, 2015, may grant such permission.

6. In case the Designated Person becomes aware of any Unpublished Price Sensitive information post obtaining permission of the Compliance Officer to execute trade but before the execution of the trade, such trade shall not be executed, and the Designated Person shall inform the Compliance Officer of the same.

7. The Compliance Officer may from time to time seek declaration of the Securities of the Company held by the Designated Person and their immediate relatives in such form and manner as deemed fit to monitor the compliances under this Code and SEBI (PIT) Regulations, 2015.

VI. Disclosure by Designated Person

The Designated Person is required to disclose Name and PAN or any other identifier authorised 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
- d) Names of the Educational Institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

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 loan or gift from a Designated Person during the immediately preceding 12 months, equivalent to at-least 25% of annual income of such Designated Person but shall exclude relationships in which the payment is based on an arm's length transactions.

VII. Reporting on Trades by the Compliance Officer

The Compliance Officer shall submit to the Board of Directors a Report on Monitoring and Execution of the Trades by the Designated Persons pursuant to this Code and as per the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015. Further, a consolidated Report shall also be provided to the Chairman of the Audit Committee on annual basis. However, in case there being no trade executed under this Code for which no pre-clearance was sought need not be reported.

VIII. Chinese Wall and Crossing over the Chinese Wall

To Prevent the misuse of confidential information, the company shall adopt a “Chinese Wall policy” which separate those areas of the company which routinely have access to confidential information, considered “inside areas” from those areas which deal with sale/ marketing/ investment advice or other departments providing support services, considered “Public Areas”.

The employees in the inside area shall not communicate any price sensitive information to anyone in public area. The employees in inside area may be physically segregated from employees in public area. Demarcation of the various departments as inside areas may be implemented by the company.

However, in exceptional circumstances employees from the public areas may be brought "over the walls" and given confidential information on the basis of "need to Know" criteria.

In case any Designated Person has to cross over the wall and seek any information from the inside area, he / she shall apply for such access in writing providing reasons as to why such access is being sought. The application for sharing UPSI shall be made through the inhouse portal deployed on CIIS platform.

The Competent Authority shall assess such request and after recording justifications in writing may grant such approval to the Designated Person to seek requisite information from the inside area.

In case the Designated Person is working at the rank of Chief General Manager and above

, such approval has to be sought from MD&CEO. In any other case, the concerned Executive Director shall be the Competent Authority. In the absence of Executive Directors, approval of concerned Chief General Manager shall be obtained.

IX. Penalties for Non-Compliance and Policy & Procedures for Inquiry in case of leak of Unpublished Price Sensitive Information:

The Designated Person shall provide the Annual Disclosure on the CIIS Portal w.r.t. compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and this Code of Conduct.

In the event of any non-compliance being observed under this Code, the same shall be disclosed to the Board of Directors and also to the Securities and Exchange Board of India duly intimating the nature of violations. Also, in case it is observed that there is a violation of this Code, the same shall be promptly intimated to the Stock Exchange where the concerned securities are traded, in such form and manner as may be specified by SEBI from time to time.

In case of any non-compliance observed / reported under this Code, the same shall attract sanctions and disciplinary actions including wage freeze, suspension, recovery, claw back or any other penalty or punishment as may be deemed fit by the Board of Directors. Any amount collected shall be remitted to SEBI for credit to the Investor Protection & Education Fund.

The penalties / punishment imposed by the Board of Directors under this Code shall be independent of the penalties / fines / punishment as may be imposed by the Securities and Exchange Board of India.

For and on behalf of
M/s GRAPHISADS LIMITED
For GRAPHISADS LIMITED

Company Secretary
Shobharam Dhama
Company Secretary
M. No.: A23402

ANNEXURE-I

Application for Pre-Clearance of Trade in the securities of GRAPHISADS LIMITED

To
The Compliance Officer

This is to state that I am intending to Trade(*) in the following Securities of Graphisads Limited: **(Specify separately for Equity and Debentures / Bonds)**

1. _____(Equity Shares)
2. _____(Debentures / Bonds)

This is to confirm that my security holding in Graphisads Limited as on date is as under: **(Specify separately for Equity and Debentures / Bonds)**

1. _____(Equity Shares)
2. _____(Debentures / Bonds)

I hereby declare that:

- a) I do not have any access or has not received "unpublished price sensitive information"
- b) upto the time of making this application/declaration;
- c) I shall execute the per-cleared trades within 7 Trading Days from the date of obtaining of the pre-clearance, failing which I shall obtain fresh pre-clearance to execute trades. I shall also report to the Compliance Officer in case I do not execute the pre-cleared trade within the stipulated period;
- d) In case I become aware of any UPSI before the execution of Trade pursuant to this application for pre-clearance, such Trade will not be executed.
- e) I shall not execute a Contra-Trade for a period of at least 6 (six) months from the date of execution of the Trade;
- f) I shall immediately remit the profits earned from execution of contra trade executed inadvertently or in violation of restrictions imposed;
- g) I have not, at any time, contravened the code of conduct for prevention of insider trading as notified by the company from time to time; and
- h) The disclosure made by me is full and true to the best of my knowledge and belief.

I hereby undertake to inform of any change in my position relating to access of unpublished price sensitive information, after signing this undertaking but before execution of the Trade and will refrain from dealing in the securities of the company till the time such information becomes public.

**Name - Designation - Employee Code No -
Signature of the Applicant -Date -**

*Trading means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in securities and includes pledge of securities.

ANNEXURE – II

FORM C

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

Name of the company: GRAPHISADS LIMITED

ISIN of the company: INE0POU01017

Details of change in holding of Securities

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/KMP / Directors/immediate relatives etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed			Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares		Date of intimatisation to company	Mode of acquisition / disposal (on market / public rights/preferential offer / off market / Inter-se transfer, ESOPs etc.)
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy / Sale / Pledge / Revocation / Invocation)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To	

Name –

Signature –

Date -

ANNEXURE - III

Report on Non-Execution of Trade after obtaining Pre-Clearance of Trade

To
The Compliance Officer

Subject: Non-Execution of Trade after obtaining Pre-Clearance of Trade

This is in reference to the pre-clearance obtained dated _____ for
executing Trade in the following Securities of Graphisads Limited. ((Specify separately
for Equity and Debentures / Bonds)

1. _____ (Equity Shares)
2. _____ (Debentures / Bonds)

In this regard, this is to confirm that the undersigned has not executed the approved
trade for the following reasons:

1. _____
2. _____

This is to further confirm that in case, any future trade is proposed to be undertaken
by the undersigned in the securities of the Company crossing the threshold as
prescribed in the "Code of Conduct to Regulate, Monitor and Report Trading by
Designated Persons" (Code), the undersigned shall obtain fresh pre-clearance from the
Compliance Officer and that the trade will be executed in compliance with the
provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from
time to time) and as per the Code.

Name -

Designation -

Employee Code No -

Signature of the Applicant -

Date -