



ANDHRA PAPER LIMITED

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

**[Pursuant to Regulation 9(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended. Effective April 1, 2019.]**

**Applicability**

The code is applicable to all the designated persons of the Company and their immediate relatives.

**1. Definitions**

- 1.1** "Act" means the Securities and Exchange Board of India Act, 1992.
- 1.2** "Board" means the Board of Directors of the Company.
- 1.3** "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 Company, as amended from time to time.
- 1.4** "Company" means Andhra Paper Limited.
- 1.5** "Compliance officer" means Company Secretary, who shall administer this code and other requirements under the Regulations (as defined under 1.15, below).
- 1.6** "Connected Person" means,-
- (i) any person who is or has during the six 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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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) an immediate 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 a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

**1.7 “Dealing in Securities”** includes:

- (i) an act of buying, selling or subscribing pursuant to any issue of any security or agreeing to buy, sell or subscribe to any issue of any security or otherwise transacting in any way in any security by any persons including as principal, agent, or intermediary referred to in Section 12 of the SEBI Act, 1992;
- (ii) such acts which may be knowingly designed to influence the decision of investors in securities; and
- (iii) any act of providing assistance to carry out the aforementioned acts.

**1.8 Designated Persons** shall include:

- (i) All promoters/members of promoter group of the Company
- (ii) All Directors of the Company;
- (iii) All Key Managerial Personnel;
- (iv) Every employee in the rank of Manager and above in finance, accounts, information technology and secretarial departments and every employee in the grade of General Managers and above;
- (v) Any other employee as may be determined and informed by the Compliance Officer from time to time;

All the ‘immediate relatives’ of each of the foregoing ‘designated person’ shall also be construed as designated person for the purpose of this code and all compliances and/or disclosures required by such ‘immediate relative’ of a designated person, under this code or the ‘regulations’ shall be treated/construed as compliances and/or disclosures of the respective designated person.

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

**1.10 “Employee”** means every employee in the full time employment of the Company.

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



- 1.12** "Insider" means any person who is:
- i) a connected person; or
  - ii) a designated person; or
  - iii) in possession of or having access to unpublished price sensitive information;
- 1.13** "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.
- 1.14** "Key Managerial Personnel" means Managing Director/Whole Time Director, CFO and Company Secretary.
- 1.15** "Promoter" & "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.
- 1.16** "Regulations" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 1.17** "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof. For eg. shares, warrants, convertible debentures etc.
- 1.18** "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.
- 1.19** "Trading Day" means a day on which the recognized stock exchanges are open for trading;
- 1.20** "Trading Window" means a trading period for trading in the Securities of the Company
- 1.21** "Unpublished Price Sensitive Information" means any information, relating to the company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- (i) financial results;
  - (ii) dividends;
  - (iii) change in capital structure;
  - (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions; and
  - (v) changes in key managerial personnel

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



## **2. Role of Compliance Officer**

- 2.1 The Compliance Officer shall report to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors but not less than once in a year.
- 2.2 The Compliance Officer shall assist designated persons in addressing any clarifications regarding the Regulations and the Company's Code of Conduct.

## **3. Preservation of "Unpublished Price Sensitive Information"**

All information shall be handled within the Company on a need-to-know basis

### Need to Know:

- 3.1 "need to know" basis means that Unpublished Price Sensitive Information should be shared/disclosed only to those within the Company 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.
- 3.2 All non-public information directly received by any employee should immediately be reported to the head of the department.
- 3.3 The insiders shall before sharing/disclosing the UPSI with other insiders/others enter those particulars in the SDD module or share the details with Compliance officer to enable the compliance of the law, regulations, policies.

## **4. Trading when in possession of unpublished price sensitive information.**

No insider shall trade in securities of the Company when in possession of unpublished price sensitive information:

Explanation –When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

- (i) 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 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' of the Company and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained or accessed to or procured, in connection with a transaction that would:



- entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that sharing of such unpublished price sensitive information is in the best interests of the company.
- not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

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.;

(ii) 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 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' of the Company and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained or accessed to or procured, in connection with a transaction that would:

- entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that sharing of such unpublished price sensitive information is in the best interests of the company.
- not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

(iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

(iv) 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.

(v) in the case of non-individual insiders: –

- a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and



- b) appropriate and adequate arrangements were in place to ensure that the regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

(vi) the trades were pursuant to a trading plan set up in accordance with clause 5.

## 5. Trading Plans

### 5.1 Trading Plan:

A designated person shall be entitled to formulate a trading plan for trading 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 (Annexure 1).

### 5.2 Trading Plan shall:

- i) not entail commencement of trading on behalf of the designated person earlier than six months from the public disclosure of the plan;
- ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Company of the securities and the second trading day after the disclosure of such financial results;
- iii) entail trading for a period of not less than twelve months;
- iv) not entail overlap of any period for which another trading plan is already in existence;
- v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- vi) not entail trading in securities for market abuse.

5.3 The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violating the Regulations within one week from the date of receipt of Trading Plan. However, he shall be entitled to seek express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

5.4 The Trading Plan once approved shall be irrevocable and the designated person shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the designated person 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 designated person shall also not be allowed to trade 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.

5.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## 6 Trading Window and Window Closure

### 6.1

- i) All Designated Persons shall trade in the Securities of the Company only in/during a valid trading period called Trading Window and shall not trade in the Company's Securities during the period when the Trading Window is closed.
- ii) Closure of trading window period shall be determined by the Compliance Officer which will not be less than 7 days before the date of Board Meeting convened for considering any unpublished price sensitive information. Further Trading restriction period shall be applicable from the end of every quarter till 48 hours after the declaration of financial results.
- iii) In case of a Board Meeting convened for the purpose 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.

6.2 The Compliance Officer shall intimate the closure of trading window to all the designated persons when he 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.

6.3 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.

## 7. Pre-clearance of trades

When the trading window is open all designated persons who intend to trade in the securities of the Company valued at above Rs.10 lakhs (market value) or 10,000 shares whichever is less, should seek pre-clearance of the transaction. The pre-trading procedure shall be hereunder:

- (i) An application may be made in the prescribed Form (Annexure 2) to the Compliance officer indicating the estimated number of securities that the Designated Persons intend to trade in, the details as to the depository with which he has a demat account, the details as to the securities in such depository mode and such other details as may be required by Compliance Officer.
- (ii) An undertaking (Annexure 3) shall be executed in favour of the Company by such Designated Person incorporating, *inter alia*, the following sub-clauses, as may be applicable, that:
  - a) The Designated Person does not have any access or has not received "Unpublished Price Sensitive Information" up to the time of signing the undertaking.
  - b) In case the Designated Person has access to or receives "Unpublished 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 trading in the securities of the Company till the time such information becomes public.

- c) He/she has not contravened this code as notified by the Company from time to time.
  - d) He/she 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 seven trading days after the approval of pre- clearance is given (Annexure 4). The Designated Person shall file within 2 (two) days of the execution of the trade, the details of such trade with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (Annexure 5).
- (iv) If the order is not executed within seven trading days after the approval is given, the employee/director must seek fresh pre-clearance for the trades to be executed.
- (v) All Designated Persons who buy or sell any number of securities of the Company shall not enter into an contra trade/opposite transaction i.e. sell or buy any number of securities during the next six months following the prior transaction. 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 administered by SEBI under the Act.

Provided that this will not be applicable for trades pursuant to exercise of stock options.

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

- (vi) The Compliance Officer may grant relaxation for/waive off the restriction given in sub-clause v (above) in case of sale of securities in case of personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

## **8. Other Restrictions**

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

## **9. Reporting Requirements**

### **Initial Disclosure**

- 9.1 Every person on appointment as/ becoming a designated person shall disclose his holding of securities of the Company as on that date, to the Company in the prescribed format (Annexure 6) within seven days of such appointment as or becoming a designated person.





## Continual Disclosures

- 9.2 **“Subject to non-disclosure/update of designated persons details to Designated Depository,”** Every designated person 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. ten lakhs.

The disclosure shall be made in the prescribed format (Annexure 7) within 2 trading days of: (a) the receipt of intimation of allotment of securities, or (b) the acquisition or sale of securities or voting rights, as the case may be.

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) Landline and Mobile numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

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.

Designated Persons would be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

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

- 10.1 Within 2 trading days of the receipt of intimation under Clause 9.2, the Compliance Officer shall notify to all Stock Exchanges on which the Company is listed, the information received.
- 10.2 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.

## 11. Contravention of the code of conduct

- 11.1 Every designated Person shall be individually responsible for complying with the provisions of the Code.
- 11.2 Any designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.



- 11.3 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, clawback of profits made from transactions/tradings violating the code etc.
- 11.4 Any violation of the code shall be reported to the Board.
- 11.5 In case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, the Compliance Officer in consultation with the Managing Director/Chief Executive Officer, shall initiate appropriate inquiries and inform the Board promptly of such leaks, inquiries and results of such inquiries.
- 11.6 The Compliance officer may avail professional/third party services on need basis in this regard.
- 11.7 The action by the Company shall not preclude SEBI from taking any action in case of violation of Regulations.
- 11.8 The Audit Committee of the Company shall review compliance with the provisions of this Code and Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- 11.9 In case** there has been a violation of these regulations, the Compliance officer shall place the details of violation before the Audit Committee and the Committee shall issue show cause notice to the concerned person who has committed the violation. After evaluation of the facts and the representations made by the person if any, the committee may at its discretion shall impose minimum penalty of Rs. 3,000 in first instance and Rs. 6,000 in the second instance and Rs. 10,000 in the subsequent instance. The penalty including the profits made from the trading in violation of this code shall be disgorged to the fund maintained by SEBI as prescribed. The action taken shall be communicated to SEBI in form and manner as prescribed. The proceedings of the Committee shall be placed before the Board at the next meeting for noting and ratification.
- 11.10 Protection to employees filing Voluntary Disclosure Form**  
An employee who files a Voluntary Information Disclosure Form in terms of Chapter IIIA of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations (the PIT Regulations), irrespective of whether the information is considered or rejected by SEBI and irrespective of whether the employee is eligible for a reward in terms of Chapter IIIA of the PIT Regulations, shall not be discriminated, discharged, terminated, demoted, suspended, threatened, or harassed, for any of the following reasons:
- i) filing a Voluntary Information Disclosure Form under PIT Regulations;
  - ii) testifying, participating, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or
  - iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement which are solely for preventing such employee from cooperating with SEBI in any manner.



Explanation- For the purpose of this clause, “Employee” means an individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under the PIT Regulations and is a director, regular or contractual employee, but does not include an advocate.

## **12. Discrepancies**

In case of any discrepancies between this Code and the Regulations, the provisions in the Regulations shall prevail.

## **13. Supercession**

The code supersedes the ‘Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders’ approved by the Board on April 23, 2015.



**ANNEXURE 1**

**APPLICATION FOR TRADING PLAN**

Date:

To,  
**The Compliance Officer,  
Andhra Paper Limited  
Rajahmundry – 533105**

1. Name of the Applicant: \_\_\_\_\_ PAN \_\_\_\_\_

2. No. of securities held in the Company as on date: \_\_\_\_\_

3. Approval sought for: Self [ ] Immediate Relative (IR) [ ]

4. Trading plan belongs for a period of \_\_\_\_\_ months i.e. for a period commencing from \_\_\_\_\_ and ending on \_\_\_\_\_

5. Details of the proposed trade:

S. No.	Nature of transaction (Sale/Purchase)	Date of transaction/period/interval for transaction	Value of trade/ No. of securities transacted	Conditions /Remarks

**Undertaking:**

- (a) I will not commence trading earlier than six months from the public disclosure of the plan.
- (b) I do not have overlapping trading plan for the same period.
- (c) In the event that I am in possession/knowledge of any information that is construed as “Unpublished Price Sensitive Information” as defined in the Policy, at the time of formulation and approval of this plan but which is not made public at the time of trading as per the approved time schedule in the said plan, 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;
- (d) I have not contravened the provisions of the Insider Trading Policy as notified by the Company from time to time;
- (e) I have made full and true disclosure in the matter.
- (f) I undertake to abide by this trading plan once approved and shall furnish such declarations disclosures as may be deemed necessary by compliance officer for the monitoring of this plan.
- (g) I shall not use this trading plan as a tool for market abuse.

Date:

Signature of Designated Employee



**ANNEXURE 2**

**SPECIMEN OF APPLICATION FOR PRE-CLEARANCE APPROVAL**

Date:

To

**The Compliance Officer,  
Andhra Paper Limited  
Rajahmundry - 533105**

Dear Sir/Madam,

**Application for seeking Pre-Clearance to trade in securities of the Company**

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons**, I seek approval to trade in \_\_\_\_\_ securities of the Company as per details given below:

1.	Name of the applicant		
2.	Designation		
3.	Number of securities held as on date		
4.	Folio No. / DP ID / Client ID No.)		
5.	The proposal is for		(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Otherwise deal (to be specified)
6.	Proposed date of trading in securities		
7.	Estimated number of securities proposed to be traded		
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 traded		

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Designated Person)

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

**UNDERTAKING**

To  
**Andhra Paper Limited,**  
**Rajahmundry - 533105**

I, \_\_\_\_\_, \_\_\_\_\_ of the Company residing at \_\_\_\_\_, am desirous of trading in \_\_\_\_\_ \* securities 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 'Code of Internal Procedures And Conduct for Regulating, Monitoring And Reporting of Trading By Designated Persons' (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the trade for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading 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 trade within 7 days of the receipt of approval failing which I shall seek pre-clearance.

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

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

Signature : \_\_\_\_\_

\* Indicate number of securities



**ANNEXURE - 4**

**FORMAT FOR PRE- CLEARANCE ORDER**

To,

Name :  
Designation :  
Place :

This is to inform you that your request for trading in \_\_\_\_\_ (nos.) securities of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within 7 trading days from today.

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

Yours faithfully,  
**For Andhra Paper Limited**

**COMPLIANCE OFFICER**

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

Encl: Format for submission of details of trade



**ANNEXURE - 5**

**FORMAT FOR DISCLOSURE OF TRADING**

(To be submitted within 2 days of trading in securities of the Company)

The Compliance Officer,  
Andhra Paper Limited,  
Rajahmundry – 533 105

I hereby inform that I

- have not bought /sold / subscribed/otherwise dealt in any securities of the Company
- have bought /sold / subscribed to/dealt in \_\_\_\_\_ securities as mentioned below \_\_\_\_\_(date)

Name of the holder	No. of securities traded with	Bought / sold / Subscribed/other	DP ID / Client ID/ Folio No.	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance Officer/ SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/ statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slips (applicable in case of stale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is an urgent need to sell these securities within the said period, I shall approach the compliance Officer for necessary approval (applicable in case of purchase/subscription).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws / regulations have been contravened for effecting the above said transaction(s).

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

Signature : \_\_\_\_\_

Name :

Designation:

***Note: Strike off whichever is not applicable***





**ANNEXURE - 6**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
[Disclosure on becoming a Designated Person]**

Name of the company: **ANDHRA PAPER LIMITED**

ISIN of the company: **INE435A01028**

**Details of Securities held (including that of immediate relatives, if any) on appointment as/  
becoming a Designated Person**

Name, PAN, CIN/DIN & Address with contact nos.	Category of Designated Person (Promoters/ Member of Promoter Group / Directors/ KMP/ employee etc .,	Date of Appointment as /becoming Designated Person	Securities held at the time of becoming Designated Person		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

**Note:** "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**Details of Open Interest (OI) in derivatives of the company held on appointment as/ becoming  
Designated Person**

Open Interest of the Future contracts held at the time of becoming Designated Person			Open Interest of the Option Contracts held at the time of becoming Designated Person		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

**Note:** In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:





**Details of trading in derivatives of the company by Designated Person**

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		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

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

Name & Signature:

Designation:

Date:

Place: