

## Genus Paper & Boards Limited

(Registered Office: Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh) (Tel.: 0591-2511171)

(Corporate Office: D-116, Okhla Industrial Area, Phase-1, New Delhi-110020) (Tel.: 011 47114800)

(E-mail: [cs@genuspaper.com](mailto:cs@genuspaper.com); Website: [www.genuspaper.com](http://www.genuspaper.com); Corporate Identity Number: L21098UP2012PLC048300)

### Policy for Procedure of Inquiry in case of Leak of 'Unpublished Price Sensitive Information'

#### (I) Preface:

Pursuant to Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Board of Directors of the Company has approved and adopted the this policy for procedure for inquiry in case of leak of unpublished price sensitive information ('UPSI') or suspected leak of UPSI (hereinafter referred to as the 'Policy').

#### (II) Definitions:

For the purpose of this Policy:-

(1) **"Regulations"** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

(2) **"Policy"** shall mean the policy for procedure for inquiry in case of leak of unpublished price sensitive information ('UPSI') or suspected leak of UPSI of Genus Power Infrastructures Limited as amended from time to time.

(3) **"Company"** shall mean 'Genus Paper & Boards Limited'.

(I) **"Unpublished price sensitive information" ("UPSI")** means any information, relating to a company or its securities, directly or indirectly, that is not generally available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:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

(4) **(A) "Insider"** shall mean any person who is -

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information;

**(B) "Connected Person"** shall mean:

- (i) any person who is or has during the six (6) months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including the following that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access:
  - 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.

**Deemed to be a Connected Person:**

- (ii) 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 (HUF), company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
- (5) **“Designated Persons”** shall include –
  - (i) All promoters, directors & key managerial personnel.
  - (ii) All officers in the cadre of assistant general manager (‘AGM’) & above of the Company and its Material Subsidiary(ies).
  - (iii) All employees irrespective of their cadre working in management secretariat, corporate secretarial, finance & accounts, information technology and legal department of the Company and its Material Subsidiary(ies).
  - (iv) Any other key person, to be notified by the compliance officer from time to time, with the approval of the Board.
  - (v) Immediate relatives of (i) to (iv) above.
  - (vi) Insiders having possession of or having access to UPSI.
- (6) **“Immediate Relative”** shall mean:
  - (i) a spouse of a person; and
  - (ii) 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.
- (7) Words and expressions, used and not defined in these Code but defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the 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 and as amended from time to time, shall have the meanings respectively assigned to them in those legislation.

**(III) Disclosure of actual of suspected leak of UPSI to Stock Exchanges:**

On becoming aware of actual or suspected leak of UPSI of the Company, the MD shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed in the format as set out in “Annexure A” to this policy.

**(IV) Report of actual of suspected leak of UPSI to SEBI:**

On becoming aware of actual or suspected leak of UPSI of the Company, the MD shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly informed to SEBI in the format as set out in “Annexure B” to this policy.

**(V) Procedure for enquiry in case of leak of UPSI:**

On becoming aware of actual or suspected leak of UPSI of the Company by any Insider or Designated Person, the below mentioned procedure be followed in order to enquire and/or otherwise investigate the matter.

(1) On receipt of the information of actual or suspected leak of UPSI, the Managing Director & CEO (the “MD”) shall take cognizance of the matter and decide as follows:

- (i) If it is found that the allegation is frivolous, not maintainable or outside the scope - the same may be dismissed.
- (ii) If it is found that the issue requires further investigation - Preliminary Enquiry shall be initiated within seven (7) working days of receipt of the information of actual or suspected leak of UPSI.

Any instance of leak of UPSI should be on the basis of a direct first- hand experience of the Whistle Blower. It should not be based on any secondary, unreliable source such as grapevine or any other form of informal communication. The Whistle Blower may report leak of UPSI by an email to the MD at his e-mail ID mentioning the subject line “LEAK OF UPSI”.

(2) The MD shall conduct preliminary enquiry as fact-finding exercise. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark any disciplinary action.

(3) The MD may also appoint and/or authorize any person(s), as he/she may deem fit, to initiate/conduct an enquiry to collect the relevant facts, material substances on actual or suspected leak of UPSI.

(4) The MD shall submit his/her report to the Chairman of the Audit Committee within seven (7) working days from the date of initiation of preliminary enquiry. The Chairman of the Audit Committee on receipt of such report shall convene a meeting of the Audit Committee within a period of 30 days of receipt of report of preliminary enquiry.

(5) The Audit Committee shall consider the matter and put forward its recommendation to the Board of Directors of the Company (the “Board”). The Board, on receipt of such recommendation and after due review, if forms an opinion that the complaine is guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary disciplinary action(s), which includes wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, etc, as may be decided by the Board.



- (Formulated and Effective from April 01, 2019)

**Format for Intimation of Actual or Suspected leak of UPSI to the Stock Exchanges**  
(Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.)

BSE Limited,  
(Corporate Relationship Department),  
P J Towers, Dalal Street,  
Fort,  
Mumbai- 400 001  
  
BSE Code: 538961

National Stock Exchange of India Ltd.,  
(Listing & Corporate Communications),  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E)  
Mumbai - 400 051.  
  
NSE Symbol: GENUSPAPER

Dear Sir / Madam,

**Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company.	Yes/No
If yes, narration of the same	
Any other information.	

We request you to take the aforementioned on your records.

Thanking you,

Yours faithfully  
For **Genus Paper & Boards Limited**

( \_\_\_\_\_ )  
**Compliance Officer / Managing Director**

**Format for Reporting Actual or Suspected leak of UPSI to the SEBI**  
(Pursuant to Regulation 9A(5) of SEBI (Prohibition of Insider Trading) Regulation, 2015)

To,  
Securities and Exchange Board of India  
Plot No. C 4-A, G Block,  
Near Bank of India, Bandra Kurla Complex,  
Bandra East, Mumbai – 400 051, Maharashtra

Dear Sir / Madam,

**Sub: Report of actual or suspected leak of UPSI pursuant to regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015.**

Pursuant to Regulation 9A(5) of the SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company.	Yes/No
If yes, narration of the same	
Any other information.	

We request you to take the aforementioned on your records.

Thanking you,

Yours faithfully  
For **Genus Paper & Boards Limited**

( \_\_\_\_\_ )  
**Compliance Officer / Managing Director**