



**DHABRIYA
GROUP**

DHABRIYA POLYWOOD LIMITED

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E-mail : info@polywood.org | Website : www.polywood.org

CIN : L29305RJ1992PLC007003

Ref: BSE/2025-26/11

Date: 23.05.2025

To,
The General Manager
Department of Corporate Service
BSE Limited,
P.J. Towers, Dalal Street,
Fort, Mumbai – 400 001

Scrip Code: 538715

Subject – Intimation under Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”)

Dear Sir/Ma’am,

Pursuant to the provisions of Regulation 8(2) of the PIT Regulations, please find enclosed herewith a copy of the amended “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information”, as approved by the Board of Directors of the Company at its meeting held today, i.e., May 23, 2025. The brief details as required under Regulation 30 of the Listing Regulations is enclosed as Annexure A.

The above information is also available on the website of the Company: www.polywood.org.

You are requested to kindly take the information on record and acknowledge.

Thanking You,

Yours faithfully,

FOR DHABRIYA POLYWOOD LIMITED

Sparsh Jain
Company Secretary
M. No. A36383

Dhabriya Polywood Limited ['the Company']

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")

[Pursuant to Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended]

This Code shall come into effect from May 23, 2025

1. INTRODUCTION

Securities Exchange Board of India (SEBI) vide its notification dated January 15, 2015 had issued SEBI (Prohibition of Insider Trading) Regulation, 2015 and further amended the same vide its notification dated December 31, 2018 to put in place a framework for prohibition of insider trading in securities and strengthen the legal framework thereof.

Clause 8 of the Regulations mandates the board of directors of every Listed Company to formulate a code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) that it would follow in order to adhere to each of the Principles set out in Schedule A to the Regulations, without diluting the provisions of these regulations in any manner.

Accordingly, this Policy has been formulated based on the principles of Fair Disclosure of Unpublished Price Sensitive Information as set out in Schedule A of the Regulations.

2. DEFINITIONS

"Unpublished Price Sensitive Information (UPSI)" means any information, relating to the company or its securities, directly or indirectly, that is not generally available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, delistings, disposals and expansion of business and such other transactions;
- (v) change in key managerial personnel; and
- (vi) Material Events as specified in the Policy on Determining Materiality and Archival of Disclosures pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended from time to time.

"Generally Available Information" means information that is accessible to the public on a non-discriminatory basis, such as information published on the website of the stock exchanges. "Generally Available" with respect to information shall be construed accordingly.

Other terms not specifically defined here shall have the same meaning as assigned under the said Regulations.

3. CHIEF INVESTOR RELATIONS OFFICER (CIRO)

The Company shall designate Managing Director or Chief Financial Officer or Company Secretary or Senior Officer of the Company as Chief Investor Relations Officer (“CIRO”) for the purpose of this Code.

The Chief Investor Relations Officer shall deal with dissemination of information and disclosure of UPSI under the Insider Trading Regulations.

4. PRINCIPLES OF FAIR DISCLOSURE

- A. The Company shall ensure prompt public disclosure of UPSI that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available, i.e. accessible to the public on a non-discriminatory basis.
- B. The Company shall ensure a uniform and universal dissemination of UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website before releasing such information to media or analysts.
- C. The Company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- D. The Employees of the Company shall promptly direct any queries or requests for verification of market rumours received from stock exchanges or from media or from any other source to the CIRO. The CIRO shall on receipt of requests as aforesaid, consult the Managing Director and respond to the same without any inadvertent delay. The CIRO shall also be responsible for deciding in consultation with the Managing Director of the Company as to the necessity of a public announcement for verifying or denying rumours and thereafter making appropriate disclosures. All the requests/queries received shall be documented and as far as practicable, the CIRO shall request for such queries/requests in writing. No disclosure in response to the queries/request shall be made by the Public Spokesperson unless the Managing Director approves the same.
- E. The Company communicates with its Institutional shareholders through meetings with analysts and discussions between fund managers and management. The Company also participates at investor conferences from time to time. All interactions with institutional shareholders, fund managers, research associates and analysts should be based on generally available information that is accessible to the public on a non-discriminative basis and information shared with such persons should not include UPSI. The CIRO shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- F. The CIRO shall ensure the handling of all UPSI on a need-to-know basis.

5. DETERMINATION OF LEGITIMATE PURPOSE

The term “legitimate purpose” shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these SEBI (Prohibition of Insider Trading) Regulations, 2015 or any amendments thereto.

Any person in receipt of UPSI pursuant to a “Legitimate Purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with the said Regulations.

6. SHARING OF UPSI FOR LEGITIMATE PURPOSE:

- (a) No Insider shall communicate, provide, or allow access to any UPSI, relating to the Company or Securities listed or proposed to be listed, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (b) Handle all price-sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to Company in accordance with this Code of Fair Disclosure and the PIT Regulations.
- (c) No person shall procure from or cause the communication by any Insider of UPSI, relating to the Company or Securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (d) Notwithstanding anything contained in this Code, any UPSI may be communicated, provided, allowed access 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 are of the informed opinion that sharing of such 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 are of the informed opinion that sharing of such information is in the best interests of the Company and the information that constitutes UPSI is disseminated to be made Generally Available Information at least 2 (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.
- (e) For purposes of sub-clause 6(d) above, the Board of Directors shall 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 purpose of sub-clause 6(d) and shall not otherwise trade in Securities of the Company when in possession of UPSI.

7. MAINTENANCE OF STRUCTURED DIGITAL DATABASE:

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under the SEBI Regulations along with the Permanent Account Number (PAN) or any other identifier authorized by law where PAN, is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure nontempering of the database. The database shall be maintained for a minimum period of 8 years or in case of receipt of any information regarding any enforcement or investigation proceedings, the relevant information shall be preserved till the completion of such proceedings.

8. AMENDMENTS

The Board of Directors of Company may amend the policy from time to time depending upon the requirements of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT). In case of any subsequent changes in the regulations which makes any of the provisions in the Policy inconsistent with the SEBI PIT Regulations, 2015 then the provision of SEBI PIT Regulations, 2015 would prevail over the Policy and the provisions of the Policy would be modified in due course to make it consistent with law. Every such amendment shall be promptly intimated to the stock exchanges where the securities are listed.