

TAINWALA

Date: 12th April, 2019

To,
The Bombay Stock Exchange Limited,
1st Floor, New Trading Ring,
Rotunda Building
P. J. Towers, Dalal Street
Fort, Mumbai-400 001

To,
The National Stock Exchange Limited,
Exchange Plaza,
Plot No. C/1, G Block,
BandraKurla Complex,
Bandra (East), Mumbai - 400 051

BSE Scrip Code: 507785
NSE Symbol: TAINWALCHM

Sub: Reg 30- Intimation of Amendments in Code of Conduct for Prevention of Insider Trading

Respected Sir / Madam,

Pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (hereinafter referred to as 'Regulations') the board of Directors, of the Company has approved the following policies through resolution by circulation on 12.04.2019:

1. Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information , Code of Conduct as per the amended SEBI (Prohibition of Insider Trading) Regulations 2015

The same is effective from 12.04.2019 and the updated policies/ Code of Conduct will be disseminated on the official website of the Company.

Please find the enclosed Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as per Regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

You are requested to take above information on record.

Thanking You,

For Tainwala Chemicals and Plastics (India) Limited


Secretarial Department



TAINWALA CHEMICALS & PLASTICS (INDIA) LIMITED

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SUBJECT TO SILVASSA JURISDICTION

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of Tainwala Chemicals and Plastics India Limited

In line with amendments in the Regulations and in compliance with Regulation 8(1) of Regulations, Code of Practices and Procedures of Fair Disclosures of UPSI in order to ensure fair disclosure of events and occurrence that could impact price discovery in the market, was adopted by the Board of Directors of the Company vide circular resolution passed on 14th May, 2015 (which was effective from 15th May, 2015). Securities and Exchange Board of India has vide its circular dated 31st December, 2018 & 21st January, 2019 has modified The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 effective from 1st April, 2019. The Code was amended accordingly and the same was adopted by the Board of Directors vide circular effective from 12.04.2019

DEFINITIONS

“Unpublished Price Sensitive Information” (“UPSI”) means any information, relating to a company or its securities, directly or indirectly, that is not generally available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; and
- v. Changes in key managerial personnel.

Introduction

1.1. This code became effective on November 09th, 2015 and amended by the Board of Directors on 12th April, 2019. The amended code shall become effective immediately.

1.2. The objective of this Disclosure Code is to ensure timely and adequate public disclosure of Unpublished Price Sensitive Information (as hereinafter defined) no sooner than credible and concrete information comes into being in order to make such information generally available.

1.3. The provision of this Disclosure Code shall to the extent relevant, be applicable to communications made through any medium, including social media platforms. Words and expressions used and not defined in this Code of Conduct but defined in Code of the Code of Conduct for Prevention of Insider Trading in the Securities to be passed and approved by Tainwala Chemicals and Plastics India Limited Board as may be amended from time to time (“Code of Conduct”) shall have the meanings respectively assigned to them in the Code of Conduct.



1.4. Unpublished Price Sensitive Information shall be disclosed by the Company to stock exchange(s) and disseminated on a continuous and immediate basis.

1.5. The Company may also consider ways of supplementing information released to stock exchanges by improving investor access to their public announcements.

1.6. Unpublished Price Sensitive Information that would impact price discovery shall be not disclosed unless credible and concrete information comes into being in order to make such information generally available.

1.7. Further any communication or procurement of UPSI shall only be for 'Legitimate Purpose as stipulated in the Regulations.

"Legitimate Purpose" 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 or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

1.8. Any Person in receipt of Unpublished price sensitive information in pursuance to a "Legitimate Purpose" shall be considered as an "Insider" for the purposes of these regulations.

1.9. Upon receipt of UPSI for legitimate purpose, The Designated person to maintain the confidentiality of UPSI in compliance with the Regulations and the Code.

1. Overseeing and Co-Coordinating Disclosure

1.1. The Board shall appoint the Compliance Officer of Tainwala Chemicals and Plastics India Limited who shall be responsible for overseeing the timely and adequate public disclosure of Unpublished Price Sensitive Information as required under this Disclosure Code and the Regulations

1.2. The responsibilities of the Compliance Officer shall include overseeing and coordinating the disclosure of Price Sensitive Information to stock exchanges, analysts, shareholders and the media. Routine disclosures to the stock exchanges shall continue to be made by designated officers who have responsibility for making such disclosures.

2.4. Any disclosure / dissemination of Unpublished Price Sensitive Information (unless mandated by the Regulations or the Code of Conduct) on behalf of Tainwala Chemicals and Plastics India Limited shall be first approved by the Compliance Officer. In the case of doubt as to whether any information is Unpublished Price Sensitive Information or not, the same shall be referred to Compliance Officer.

2.5. In the event of disclosure / dissemination of Unpublished Price Sensitive Information without the approval of the Compliance Officer by a Insiders, such insiders shall inform the Compliance officer about such disclosure / dissemination as soon as possible.



2. Need to Know

Unpublished Price Sensitive Information is to be handled on a “need to know” basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those within and outside Tainwala Chemicals and Plastics India Limited who need to know such Unpublished Price Sensitive Information to discharge their duty and whose possession of such Unpublished Price Sensitive Information will not give rise to a conflict of interest or appearance of misuse thereof.

3. Responding to Market Rumors

3.1. Any query or request for verification of market rumors received from stock exchanges, the press, the media or any other source received by a Tainwala Chemicals and Plastics India Limited Mind shall ordinarily be directed to the Compliance Officer.

3.2. All requests and queries for verifications of market rumors shall be documented as far as practicable. In this regard, the Compliance Officer shall request for all queries and requests be made in writing.

4. Disclosure/dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors

4.1. The Compliance Officer shall to the extent possible, be invited to the meetings and conferences with analysts and institutional investors, organized by Tainwala Chemicals and Plastics India Limited.

4.2. All Insiders shall adhere to the following guidelines while dealing with analysts and institutional investors:

4.2.1. Sharing of non-public information

1. Investors and analysts should only be given access to Generally Available Information. However, in the event that any information that is not generally available is provided to an institutional investor, analyst or researcher then Tainwala Chemicals and Plastics India Limited shall ensure that such information is simultaneously made available to the public as well.

2. In any event, disclosure of any information that is not Generally Available Information (irrespective whether such information is price sensitive or not) shall only be made with the prior approval of the Compliance Officer.

4.2.2. Handling of unanticipated questions

1. Insiders shall take extra care and caution while dealing with unanticipated questions during meetings with analysts, brokers, researchers and / or institutional investors.

2. Unanticipated questions should be noted and only be given considered responses (which have been approved by the Compliance Officer). If responding to such unanticipated questions requires dissemination of Unpublished Price Sensitive



Information, then the Compliance Officer shall first disseminate such Unpublished Price Sensitive Information to the public and only subsequently respond to such unanticipated question.

5. Medium of Disclosure / Dissemination

5.1. All material disclosures made by Tainwala Chemicals and Plastics India Limited to stock exchanges shall be updated and maintained on its website.

- See more at: www.tainwala.in

AMENDMENTS

Any amendment(s) made in SEBI (Prohibition of Insider Trading) Regulations, 2015 and other related Regulations shall apply mutatis mutandis to the Code of Practices & Procedures for Fair Disclosure of UPSI.

