# TAiNWALA

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT**

**TRADING IN SECURITIES BY INSIDERS**

**OF**
**TAINWALA CHEMICALS AND PLASTICS (INDIA) LIMITED**

## 1. INTRODUCTION

This Code is framed in line with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations") and is effective from the date of listing of the securities of the Company on the stock exchange(s).

## 2. DEFINITIONS

a) "Act" means the Securities and Exchange Board of India Act, 1992, as may be amended from time to time.

b) "Board" means Board of Directors of the Company.

c) "Code" means this Code of Conduct for Prohibition of Insider Trading in the Securities, as amended by the Board from time to time.

d) "Company" means Tainwala Chemicals and Plastics (India) Limited.

e) "Compliance Officer" means Company Secretary of the Company.

f) "Connected Person" means:

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:

i) by reason of frequent communication with its officers or
ii) by being in any contractual, fiduciary or employment relationship or
iii) by being a director, officer or an employee of the company or

iv) 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that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

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:

i) an immediate relative of connected persons;
ii) a holding company or associate company or subsidiary company;
iii) an intermediary as specified in section 12 of the Act or an employee or director thereof;
iv) an investment company, trustee company, asset management company or an employee or director thereof;
v) an official of a stock exchange or of clearing house or corporation;
vi) 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;
vii) 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;
viii) an official or an employee of a self-regulatory organization recognised or authorized by the Board;
ix) a banker of the company;
x) 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;

g) "Designated Persons" shall include the following:

i) Promoters and Promoter Group of the Company
ii) Directors of the Company (“Directors”)
iii) Key managerial personnel of the Company
iv) employees of the Company in the cadre of vice presidents and above
v) employees associated with executive directors and chief executive officer’s office
vi) employees of Finance & Accounts, treasury, taxation, Legal & secretarial, Investor Relation and Communications and Media Communications departments

vii) employees of corporate action/ project specific teams

viii) chief executive officer, chief financial officer and employees in the cadre of vice presidents and above of Material Subsidiaries of the Company

ix) IT staff who have administrative right to access the systems/servers of the Company having unpublished price sensitive information

x) Internal Auditors, Statutory Auditors, Secretarial Auditors, Consultants and Advisors of the Company as determined by the concerned Head of Department in consultation with the Compliance Officer

xi) any other personnel designated by the Board in consultation with the Compliance Officer, either for a specific period of time or for an indefinite period of time, based on their role, function, designation and seniority in the Company and the extent to which such person may have access to Unpublished Price Sensitive Information.

h) "Dealing in Securities" means an act of subscribing to, buying, selling, or agreeing to subscribe to, buy, sell or deal in Securities of the Company either as Principal or Agent.

i) "Employee" means any individual who during employment in the Company may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under SEBI PIT Regulations and is a director, partner, regular or contractual employee.

j) "Fiduciary" means professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising Company shall be collectively referred to as fiduciaries.

k) "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.

l) "Insider" means a Designated Person, Connected Person or any other person who is in possession of or having access to UPSI; and includes all such personnel with whom the Company or its official shares UPSI for legitimate purpose.

m) "Intermediaries" shall include such persons as defined in Section 12 of the Securities and Exchange Board of India Act, 1992 viz., Stock Brokers, Sub-brokers, Share Transfer Agents, Banker to an Issue, Trustee of a Trust Deed, Registrar to an Issue, Merchant Banker, Underwriter, Portfolio Manager,

Investment Adviser and such other persons associated with Securities Market and registered with SEBI.

n) "Legal Representative" means a duly authorised individual who is admitted to the practice of law in India.

o) "Material Subsidiary" shall be as defined under the SEBI Listing Regulations and shall mean a subsidiary of the Company whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

p) "Original Information" means any relevant information submitted in accordance with the SEBI PIT Regulations pertaining to any violation of insider trading laws that is:

i) derived from the independent knowledge and analysis of the Informant;
ii) not known to the SEBI from any other source, except where the Informant is the original source of the information;
iii) is sufficiently specific, credible and timely to (i) commence an examination or inquiry or audit; (ii) assist in an ongoing examination or investigation or inquiry or audit; (iii) open or re-open an investigation or inquiry; or (iv) inquire into a different conduct as part of an ongoing examination or investigation or inquiry or audit directed by the SEBI;
iv) not exclusively derived from an allegation made in a judicial or administrative hearing, in a Governmental report, hearing, audit, or investigation, or from the news media, except where the Informant is the original source of the information; and
v) not irrelevant or frivolous or vexatious.

Information which does not in the opinion of the SEBI add to the information already possessed by the SEBI is not original information.

q) "Promoter" 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.

r) "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.

s) “Reward” means any gratuitous monetary amount for which an Informant is declared eligible as per the provisions of SEBI PIT Regulations.

t) “SEBI” means Securities and Exchange Board of India.

u) “Securities” shall have the meaning assigned to it under Securities Contracts (Regulation) Act, 1956, which includes:

i) shares, scrips, bonds, debentures, debenture stock or other marketable securities of a like nature;
ii) puts, calls or any other option on the Company’s securities even though they are not issued by the Company;
iii) futures, derivatives and hybrids;
iv) such other instruments as may be declared to be such by the Compliance Officer from time to time; and
v) Excludes units of Mutual Fund.

v) “Securities Laws” means the Act, the Securities Contract (Regulations) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996), the relevant provisions of any other law to the extent it is administered by the SEBI and the relevant rules and regulations made thereunder.

w) "Trading" means and includes subscribing, buying, selling, dealing, pledging or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

x) “Trading Day” means a day on which the recognized stock exchanges are open for trading.

y) “Trading Plan” has the meaning ascribed to in Clause 5 of the SEBI PIT Regulations.

z) “Trading Window" means a trading period for dealing in the Company's shares during which Designated Persons and their Immediate Relatives can deal in the shares of the Company.

aa) “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, delisting, disposals and expansion of business and such other transactions;
v) change in key managerial personnel; and
vi) such other information as communicated by the Compliance Officer

bb) "Voluntary Information Disclosure Form" means the form provided in the schedule of the Code.

cc) "Voluntarily Providing Information" means providing the SEBI with information before receiving a request, inquiry, or demand from the SEBI, any other Central or State authorities or other statutory authority about a matter, to which the information is relevant.

## 3. COMPLIANCE OFFICER – APPOINTMENT AND DUTIES

a) The Company Secretary is the Compliance Officer of the Company to ensure compliance with and for effective implementation of the Regulations, as well as this Code, across the Company.
b) The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code.
c) The Compliance Officer shall provide half-yearly reports of trading by Designated Persons to the chairperson of the Audit Committee and chairman of the Board.
d) The Compliance Officer shall on an annual basis confirm to the Audit Committee that the internal controls in relation to the mechanism for prevention of Insider Trading as required under the law are adequate and operating effectively.

## 4. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

a) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or securities 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) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a Company or securities listed except in furtherance of legitimate purposes, performance of duties or

discharge of legal obligations; Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with this Code.

c) In case an Insider or any other person notices any leak of UPSI/ suspects leak of UPSI, a complaint may be raised under the Whistle-blower Policy and same shall be investigated as per the Policy and Procedure for Enquiry in case of leak or suspected leak of UPSI framed by the Company.

d) Insiders shall not trade in the Securities of the Company or counsel any person to trade in the Securities of the Company while in possession of UPSI. If covered persons had traded securities while in possession of the UPSI, such trades will be presumed to have been motivated by the knowledge and awareness of such information in his possession.

e) Restriction on communication of UPSI is not applicable in case of:

   (i) a transaction that would entail an open offer under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and any amendments thereto, where the Board is of the informed opinion that sharing of such information is in the best interest of the Company; or
   (ii) a transaction that would not attract an open offer, where the Board is of the informed opinion that sharing of such information is in the best interest of the Company, provided that such UPSI is made public at least two trading days before the proposed transaction in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.

f) For the purposes of Clause 4(d), the parties with whom UPSI is shared, shall enter into confidentiality/ non-disclosure agreements with the Company and be required to keep the UPSI confidential and shall not trade in the Securities of the Company when in possession of UPSI.

g) The Board shall maintain a structured digital database containing the names of such persons or entities as the case may be with whom information is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

h) The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

## 5. TRADING IN SECURITIES OF THE COMPANY

a) An Insider shall not, directly or indirectly trade in securities of the Company

i) When in possession of UPSI;

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

a) Off-market inter-se transfer transactions between Insiders who were in possession of the same UPSI, without breaching the Code and both parties had made a conscious and informed trade decision. Provided such UPSI was not obtained through the manner specified under Clause 4(d);

Further, such transactions shall be reported by the Insider to the Company within two working days and Company shall notify the particulars of such trades to the stock exchanges within two working days from receipt of the disclosure of from becoming aware of such information.

b) Transactions that are carried out through block-deal window mechanism between persons who were in possession of UPSI, without being in breach of Regulation 3 of SEBI PIT Regulations and both parties had made a conscious and informed trade decision. Provided such UPSI was not obtained through the manner specified under Clause 4(d);

c) Transaction that is carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;

d) Transaction that is undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;

e) Transaction carried out by non-individual insider, where the individuals who were in possession of UPSI were different from the individuals taking the trading decision and the decision making individuals were not in possession of UPSI.

f) Trades are pursuant to a Trading Plan set up in accordance with this Code.

ii) When the Trading Window of the Company is closed. For further details in relation to the Trading Window please see sub clause (b) of Clause 6.

b) Designated Persons shall be governed by this Code for dealing in securities.

c) In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on SEBI.

d) While trading in securities of other listed companies on other Exchanges, the designated persons shall declare that they are not in possession of any unpublished price sensitive information (UPSI) in relation to the said securities.

e) However, if they come into possession of any UPSI they shall strictly comply with the Code of Conduct under PIT Regulations.

f) Further the person will be liable to face penal consequences including disciplinary action as set forth in the Code of Conduct for Prevention of Insider Trading, service and conduct rules of the exchange and such other applicable policies/rules/regulations, as amended from time to time, in case the aforementioned declarations were found to be misleading or incorrect at any time.

## 6. NEED TO KNOW BASIS AND CHINESE WALL PROCEDURES

UPSI is to be handled on a "need to know" basis, i.e., should be disclosed only to those within and outside the Company who need to know such information, in furtherance of a legitimate purpose, performance of duties, discharge of legal obligation and whose possession of such information will not give rise to a conflict of interest or appearance of misuse thereof.

a) To prevent the misuse of UPSI, the Company shall adopt a Chinese Wall system in which departments which routinely have access to UPSI ("Inside Areas") shall

be separated from departments dealing in sales/ marketing, or any other such department providing support services to customers and clients ("Public Areas").

b) The following shall act as a guideline in the implementation of a Chinese Walls policy:

i) The employees in the Inside Areas are not allowed to communicate any UPSI to anyone in the Public Areas;

ii) The employees in the Inside Areas may be physically separated from the employees in Public Area;

employees from the Public Areas may be 'brought over the wall' and allowed the possession of UPSI only in exceptional circumstances and on a strict 'need to know' basis, as per the intimation and under the supervision of the Compliance Officer.

## 7. TRADING PLAN

1. An insider shall be entitled to formulate a Trading Plan 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.

2. Trading Plan shall:

i. not entail commencement of trading on behalf of the insider 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 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 (i.e. acquisition or disposal) and the intervals at, or dates on which such trades shall be effected; and
vi. not entail trading in securities for market abuse.

3. The Compliance Officer shall review the Trading Plan made as above to assess whether the plan would have any potential for violation of the Code and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan in accordance with the Code.

   However, pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Further, the trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

4. The Trading Plan once approved shall be irrevocable and the insider 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 insider 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. In such event the Compliance Officer shall confirm that the commencement of the Plan ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of clause 6(a).

5. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

## 7A. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING:

The Managing Director & Chief Executive Officer of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in this Code to prevent insider trading.

The internal controls shall include the following:

a) all employees who have access to unpublished price sensitive information are identified as designated employee;
b) all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of this Code;
c) adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by this Code;

d) lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
e) all other relevant requirements specified under this Code shall be complied with;
f) periodic process review to evaluate effectiveness of such internal controls.

The Board of Directors shall ensure that the MD & CEO ensures compliance with regulation 9 and sub-regulations (1) and (2) of the Regulations.

The Audit Committee of the Company shall review compliance with the provisions of the Code at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

If an inquiry has been initiated by the Company in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by the Company. The Company shall inform instances of leak or suspected leak of unpublished price 12 sensitive information, and the inquiries and results thereof to SEBI promptly.

## 8. TRADING WINDOW

The trading period for trading in the Company's securities, ('Trading Window'), shall be closed for the period as may be specified by the Managing Director/Compliance Officer, subject to the minimum period of seven days, when the Compliance Officer determines that the Designated Persons 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;

The Trading Window shall be closed during the time price sensitive information is unpublished.

Provided that in the event of declaration of financial results, trading Restriction starts from end of the quarter till 48 hours after announcement 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.

All Designated Persons and their immediate relatives shall conduct all their dealings in the Securities only when the Trading Window is open and no

Designated Person and their immediate relatives shall deal in the Securities during the period when the Trading Window is closed or during any other period as may be specified by the Compliance Officer from time to time. It shall be the responsibility of the Designated Persons to advice their Immediate Relatives of Trading Window period closures.

The Trading Window shall also be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI.

Additionally, the Trading Window shall be closed at other times when the price sensitive information remains unpublished, in particular for Designated Persons or class of Designated Persons as may be ascertained by the Compliance Officer.

The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty eight hours after the information becomes generally available.

## 9. PRE-CLEARANCE OF TRADE

Designated Persons and their immediate relatives who wish to trade in the Company's Securities, when the trading window is open and, where the value of the proposed trades, whether in one transaction or a series of transactions over any calendar quarter, aggregate to a traded value is Rs. 10 Lacs and above, such trades shall be subject to pre-clearance by the Compliance Officer and shall intimate the intention to trade in the Company's Securities in the format specified in **Form F** and shall pre-clear the trade from the Compliance Officer, prior to undertaking the transaction.

Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations in **Form G** to the effect that the Designated Person and their immediate relatives applying for preclearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

The Compliance Officer shall consider the application made as above and shall approve it within a period of 2(two) trading days in **Form H**, unless he is of the opinion that grant of such an approval would result in a breach of the provisions of this Code or the Regulations. While considering the application, the Compliance

Officer shall have due regard to whether the declaration provided is reasonably capable of being rendered inaccurate.

All Designated Persons and immediate relatives, as applicable shall execute their trade in respect of securities of the Company within 7(seven) trading days from the date of receipt of pre-clearance for the same, failing which fresh pre-clearance would be needed for the trades to be executed.

The Designated Persons and immediate relatives, as applicable shall file within 2(two) trading days of execution of the trade, the details of such trade, with the Compliance Officer in **Form I**. In case the transaction is not undertaken, a report to that effect shall be filed in the said Form within 2(two) trading days from the expiry of the pre-clearance order.

Designated Persons in possession of UPSI are not eligible to apply for pre-clearance of any proposed trade even if trading window is open.

It shall be the responsibility of Designated Persons to ensure compliance in case of their immediate relatives also.

It is the responsibility of the Designated Person to disclose such trading to the Compliance Officer within the stipulated timeline. The reporting to the Stock Exchange shall be made within two trading days from the date of receipt of such information.

## 10. RESTRICTION ON OPPOSITE TRANSACTIONS

Designated Persons and their immediate relatives are restricted from entering into opposite transactions (contra trade) i. e., sell or buy any number of shares during next six months following the prior transaction.

Explanation: if a Designated Person has bought shares of the company, he can continue to buy the shares (when the Trading Window is open and subject to Pre-clearance) but cannot sell any number of shares for a period of 6 months from the last date when he bought the shares. Similarly, if he sells the shares of the company, he can continue to sell any number of shares but cannot buy any shares for a period of 6 months from the last date when he sold the shares.

Notwithstanding the above, should the Designated Persons execute an opposite transaction, inadvertently or otherwise, in violation of the restrictions set out above, the profits from such trade shall be liable to be disgorged for remittance to

SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

However, the above mentioned restrictions shall not be applicable to trades pursuant to exercise of stock options.

**Restrictions on Derivative Transactions**

Designated Persons of the Company shall not take part in derivative transactions in the securities of the Company at any time, except as provided under the SEBI PIT Regulations and permitted by any law for the time being in force.

## 11. REPORTING REQUIREMENTS TO THE COMPANY & STOCK EXCHANGE

### INITIAL DISCLOSURES

a) Every person on appointment of Directors, or Key Managerial Personnel of the Company or becoming a Promoter or member of the Promoter Group shall disclose his/ their holding of Securities, his immediate relatives and by any other person for whom he takes trading decisions if any, to the Company, in **Form A** as on the date of appointment in the Company or becoming a Promoter or member of the Promoter Group in the format specified within seven days of such appointment or becoming a Promoter or member of the Promoter Group.

b) Every person on becoming as a designated person (other than Director and Key Managerial Personnel) of the Company shall disclose in **Form J**, the number of securities of the Company held by him, his immediate relatives and by any other person for whom he takes trading decisions, as on the date of appointment as a designated person, to the Company within seven days of such appointment.

c) Every person on becoming a Designated Person of the Company shall disclose in **Form K**, the names of educational institutions from which the Designated

Persons have graduated and names of their past employers within seven days of such appointment.

**CONTINUAL DISCLOSURES:**

d) Every promoter, member of the promoter group, Designated Person and director of the Company shall disclose in **Form B**, to the Company the number of such securities acquired or disposed of by him, his immediate relatives and by any other person for whom he takes trading decisions, 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. 10,00,000/- (Rupees Ten Lakhs only).

e) The Company shall notify the particulars of the above-mentioned trading to the stock exchange on which the Securities are listed, within two days of receipt of disclosure or becoming aware of such information.

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in this Clause.

f) The Company may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company by him, his immediate relatives and by any other person for whom he takes trading decisions in **Form C**, and at such frequency as may be determined by the Company in order to monitor compliance with the Code.

g) Designated Persons shall disclose Names and Permanent Account Number or any other identifier authorized by law of the following persons and details of securities transacted by him, his immediate relatives and by any other person for whom he takes trading decisions to the Company on an annual basis within 30 days from the end of the financial year. In case of any changes in such information, the Designated Person shall inform the Company of such change promptly in **Form E:**

h) Immediate Relatives
ii) persons with whom such Designated Person(s) shares a Material Financial Relationship
iii) Phone numbers including mobile numbers which are used by the above persons

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 to the Company.

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

i) Where the Designated Person does not hold any Securities in the Company either in his/her name or in the names of his/ her immediate relatives, he/ she shall furnish the report in the format prescribed, stating the shareholding as NIL.

j) Where it is subsequently found that the Designated Person was holding Securities of the Company (either directly or in the name of his/ her immediate relatives) and the same was not duly reported, the Designated Person shall be treated as violating the Code of Conduct and the Company may forthwith proceed to take penal action prescribed in serial number 12 of this Code.

The provisions of this Code pertaining to seeking pre-clearance for trades, restriction on trading, disclosures to be made by any person, etc. shall also be applicable to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

The provisions of this Code pertaining to seeking pre-clearance for trades, restriction on trading, disclosures of trading in securities of the Company shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

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

## 12. PENALTY FOR CONTRAVENTION

Designated Persons shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives).

The persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which may include wage freeze, suspension or termination of employment, recovery, clawback, etc.

The Company shall promptly inform the SEBI regarding any violation of the Code of Conduct.

Action taken by the Company for violation of the Regulations and the Code against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

In case it is observed by the Compliance Officer that there has been a violation of the Regulations/Code by any person, he/she shall forthwith inform the Audit Committee of the Company about the violation. The penal action will be initiated on obtaining suitable directions from the Audit Committee.

The Compliance Officer shall simultaneously inform SEBI about such violation. The person, against whom information has been furnished by the Company/ Compliance Officer to SEBI for violations of the Regulations/ Code, shall provide all information and render necessary cooperation as may be required by the Company/ Compliance Officer or SEBI in this connection.

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FORM A[1]

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the Company:
ISIN of the Company:

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

| Name, PAN, CIN/DIN & Address with contact nos. | Category of Person (KMP/ Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.) | Date of appointment of KMP/ Director/ OR Date of becoming Promoter/ member of the promoter group | Securities held at the time of appointment of KMP/ Director or upon becoming Promoter or member of the promoter group | | % of Shareholding |
|---|---|---|---|---|---|
| | | | Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.) | No. | |
| 1 | 2 | 3 | 4 | 5 | 6 |
| | | | | | |
| | | | | | |
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| | | | | | |

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 on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

| Open Interest of the Future contracts held at the time of appointment of Director/ KMP or upon becoming Promoter/ member of the promoter group | | | Open Interest of the Option Contracts held at the time of appointment of Director/ KMP or upon becoming Promoter/ member of the promoter group | | |
|---|---|---|---|---|---|
| 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:

[1] Erstwhile title of the Form 'B' has been changed to Form 'A' vide SEBI Master Circular SEBI/HO/ISD/ISD-PoD-2/P/CIR/2023/039 dated March 23, 2023
Erstwhile title of the Form 'A' has been repelled from the code of conduct.

FORM B[2]

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name of the Company:

ISIN of the Company:

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

| Name, PAN, CIN/ DIN, & address with contact nos. | Category of Person (Promoter/ member of the promoter group/ designated person/ Director's/ immediate relative to/ others etc.) | Securities held prior to acquisition/ disposal | | Securities acquired/ Disposed | | | | Securities held post acquisition/ disposal | | Date of allotment advice/ acquisition of shares/ disposal of | | Date of intimation to company | Mode of acquisition/ disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.) | Exchange on which the trade was executed |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.) | No. and % of share holding | Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.) | No. | Value | Transaction Type (Purchase/ sale Pledge/ Revocation/ Invocation/ Others- please specify) | Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.) | No. and % of share-holding | From | To | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

| Type of contract | Contract specifications | Buy | | Sell | | Exchange on which the trade was executed |
|---|---|---|---|---|---|---|
| | | Notional Value | Number of units (contracts * lot size) | Notional Value | Number of units (contracts * lot size) | |
| 16 | 17 | 18 | 19 | 20 | 21 | 22 |
| | | | | | | |
| | | | | | | |

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

Name & Signature

Designation

Date:

Place:

[2] Erstwhile title of the Form 'C' has been changed to Form 'B' vide SEBI Master Circular SEBI/HO/ISD/ISD-PoD-2/P/CIR/2023/039 dated March 23, 2023

FORM C[3]

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

| Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company | Connection with company | Securities held prior to acquisition/disposal | | Securities acquired/Disposed | | | | Securities held post acquisition/ disposal | | Date of allotment advice/ acquisition of shares/ disposal of shares specify | | Date of intimation to company | Mode of acquisition/disposal (on market/ public/ rights/ Preferential offer / off market/ Inter-se transfer, ESOPs etc.) | Exchange on which the trade was executed |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.) | No. and % of shareholding | Type of securities (For eg. – Shares, Warrants Convertible Debentures, Rights entitlement, etc.) | No. | Value | Transaction Type (Purchase/ Sale/ Pledge/ Revocation / Invocation/ Others-please specify) | Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.) | No. and % of share holding | From | To | | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |

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

(ii) Value of transaction excludes taxes/brokerage/any other charges.

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

| 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 | Notional Value | Number of units | |
| 16 | 17 | 18 | 19 | 20 | 21 | 22 |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |

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

Name:

Signature:

Date:

Place:

[3] Erstwhile title of the Form 'D' has been changed to Form 'C' vide SEBI Master Circular SEBI/HO/ISD/ISD-PoD-2/P/CIR/2023/039 dated March 23, 2023

FORM E

Clause 11(h) of Code of Conduct to Regulate, Monitor and Report Trading in Securities of Tainwala Chemicals and Plastics (India) Limited by Insiders

The Compliance Officer
Tainwala Chemicals and Plastics (India)

ANNUAL DISCLOSURE

I. STATEMENT OF SHAREHOLDING IN .....OF DESIGNATED PERSONS:

| Name, Designation, Dept. | Category of Person (Directors/ KMP/ Senior Managerial Personnel/ Employees/ immediate relatives/ others, etc.) | No. of shares held on 1st April 201.... | No. of shares Bought during the year | No. of shares sold during the year | No. of shares held on 31st March 201.... | Folio No./ DP ID/ Client ID |
|---|---|---|---|---|---|---|
| | | | | | | |
| | | | | | | |

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

Basic Information:

| Category | Name | PAN | Phone/ mobile/ cell numbers |
|---|---|---|---|
| Designated Person | | | |
| Immediate Relatives | | | |
| Persons with whom designated person(s) shares a material financial relationship | | | |

I/We declare that my/our holding of the shares is in compliance with the Code of Conduct of the Company.

I hereby undertake to inform the Compliance Officer whenever any change take place in the details provided hereinabove.

Name:
Signature:

Date:
Place:

**FORM F**

**[Clause 9 of Code of Conduct to Regulate, Monitor and Report Trading in Securities of Tainwala Chemicals and Plastics (India) Limited by Insiders]**

## APPLICATION FOR PRE-CLEARANCE

**Date:**

To,
The Compliance Officer,
**Tainwala Chemicals and Plastics (India) Limited**
Mumbai

Dear Sir/ Madam,

**Application for Pre-clearance of trade in securities of the Company**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to Regulate, Monitor and Report Trading in Securities by Insiders, I seek approval to purchase/ sale/ subscription of _____ equity shares 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 | Nature of transaction | |
| 6 | Proposed date of dealing in securities | |
| 7 | Estimated number of securities proposed to be acquired/subscribed/sold | |
| 8 | Price at which the transaction is proposed | |
| 9 | Whether the proposed transaction will be through stock exchange or off-market deal | |

The aforesaid transaction is proposed to be undertaken by me/ my immediate relatives/ any other person for whom I take trading decisions.

Signature :
Name :

Designation :
Date :

**FORM G**

**[Clause 9 of Code of Conduct to Regulate, Monitor and Report Trading in Securities of Tainwala Chemicals and Plastics (India) Limited by Insiders]**

**UNDERTAKING TO BE SUBMITTED ALONG WITH THE APPLICATION FOR PRECLEARANCE**

To,
The Compliance Officer,
**Tainwala Chemicals and Plastics (India) Limited**
Mumbai

I, _____(Name, designation and dept.), residing at _____, am desirous of trading in _____* shares of the Company as mentioned in my application dated _____for pre-clearance of the transaction.

As required by the Code for Conduct of Tainwala Chemicals and Plastics (India) Limited, I hereby state that:

(a) I have no access to nor do I have any information that could be construed as unpublished price sensitive information (as defined in the Company's Code of Conduct to Regulate, Monitor and Report Trading in Securities by Insiders (the Code) up to the time of signing this Undertaking;
(b) 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 transaction for which approval is sought, 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;
(c) I have not contravened the provisions of the Code as notified by the Company from time to time;
(d) I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time;
(e) I undertake to submit the necessary report within two trading days of execution of the transaction/a Nil report if the transaction is not undertaken;
(f) I agree to comply with the provisions of the Code and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.
(g) I declare that I have made full and true disclosure in the matter.

Signature :
Name :

Designation :
Date :

**FORM H**

**[Clause 9 of Code of Conduct to Regulate, Monitor and Report Trading in Securities of Tainwala Chemicals and Plastics (India) Limited by Insiders]**

**PRE- CLEARANCE ORDER**

To,
Name:
Designation:
Place:

With reference to your application dated ....., seeking approval for undertaking certain transactions in securities of the Company detailed therein, please be informed that you are hereby authorized to undertake the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till …….. (i. e. for {7} trading days from date hereof). If the approved transaction is not executed within the aforesaid timeline, fresh pre-clearance would be required for trades to be executed.

Further, you shall file within two {2} trading days of the execution of the trade, the details of such trade, with the Compliance Officer in Form 'I'. In case the transaction is not undertaken, a report to that effect along with the reasons for the same shall be filed in the said Form within two {2} trading days from the expiry of the pre-clearance order.

Yours faithfully,

**For Tainwala Chemicals and Plastics (India) Limited**

**Compliance Officer**

**Date:**

**FORM I**

**[Clause 9 of Code of Conduct to Regulate, Monitor and Report Trading in Securities of Tainwala Chemicals and Plastics (India) Limited by Insiders]**

**DISCLOSURE OF PRE-APPROVED TRANSACTIONS**

To,
The Compliance Officer
**Tainwala Chemicals and Plastics (India) Limited**
Mumbai

**Sub: Details of Pre-Approved Transaction**

I hereby give intimation pursuant to the Company's Code of Conduct and according to approval of preclearance dated ....., I have executed a trade/ transaction on (date). The detail of said trade/ transaction is as under:

| Name of Holder | Type of securities | No. of Securities purchased/ Sold | Name of Company | Name in which Bought/Sold | Average Gross Price per Securities Contracted | DP & Client ID/ Folio No. |
|---|---|---|---|---|---|---|
| | | | | | | |
| | | | | | | |
| | | | | | | |

Further I enclose herewith copy of Contract Note for your ready reference.

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

I also declare that I have complied with the requirements of minimum period of 6 (six) months for entering into an opposite transaction in respect of said securities and agree not to buy/sell _____the securities (including derivatives) for a period of [six months] from the date of the aforesaid transaction.

**OR**

According to approval of pre-clearance dated _____, I have not executed a trade/ transaction due to (reason of non-trading).

I will take fresh pre-clearance for trades as and when I propose to trade in securities of the Company.

Yours faithfully,

**Name** :

**Employee No.** :

**CIN/DIN** :

**Designation** :

**PAN No.** :

**Department** :

FORM J

[Clause 11(c) of Code of Conduct to Regulate, Monitor and Report Trading in Securities of Tainwala Chemicals and Plastics (India) Limited by Insiders]

Name of the Company:

ISIN of the Company:

| Name, PAN, CIN/DIN & address with contact nos | Category of Person (Designated Persons/ immediate relatives/ others etc.) | Date of appointment of Designated Persons | Securities held at the time of appointment Of Designated Persons | | % of Share-holding | Open Interest of the Future contracts held at the time of appointment of Designated Persons | | Open Interest of the Option Contracts held at the time of appointment of Designated Persons | |
|---|---|---|---|---|---|---|---|---|---|
| | | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | | Number of units (contracts * lot size) | Notional value in Rupee terms | Number of Units (contracts * lot size) | Notional Value in Rupee terms |
| 1 | 2 | 3 | 4 | | 5 | 6 | 7 | 8 | 9 |
| | | | | | | | | | |
| | | | | | | | | | |

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

Signature :

Name :

Designation :

Date :

Place :

FORM K

[Clause 11(d) of Code of Conduct to Regulate, Monitor and Report Trading in Securities of Tainwala Chemicals and Plastics (India) Limited by Insiders]

INITIAL DISCLOSURE BY DESIGNATED PERSON
UNDER SEBI (PREVENTION OF INSIDER TRADING) REGULATIONS, 2015

A. Names of educational institutions from which designated persons have graduated:

B. Names of past employers of designated persons:

Signature:
Name:
Designation:

Date:
Place: