



24th September, 2021

To,
The Manager,
Listing & Compliance,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

Ref: Scrip Code - 506405

Sub: Updated Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives pursuant to Regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Dear Sir/Madam,

In terms of provisions of Regulation 8(2) of (Prohibition of Insider Trading) Regulations, 2015, we are enclosing herewith Updated Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives as approved by the Board at their meeting held on 23rd September, 2021.

The same will also be updated on the website of the Company at www.dmcc.com

You are requested to kindly take the same on your record.

Thanking you,
For The Dharamsi Morarji Chemical Company Ltd

Omkar C. Mhamunkar
Company Secretary & Compliance Officer
Membership No. ACS 26645

CIN NUMBER: L24110MH1919PLC000564



The Dharamsi Morarji Chemical Company Limited

Code of Conduct to Regulate, Monitor and Report Trading by
Designated Persons and their Immediate Relatives

(Pursuant to Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015)

Revised by the Board on 23-Sep-2021



CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES

1. Preamble:

This Code of Conduct on regulating, monitoring and reporting the trades in the shares of the Company has been formulated in accordance with the provisions of SEBI (Prohibition of Insider Trading), Regulations, 2015 as amended from time to time ('PIT Regulations').

The Board of Directors of Dharamsi Morarji Chemical Company Limited ('the Company') has approved this Code.

2. Definition:

- i.** The terms defined herein after would have the same meaning as specified under Regulation 2 of PIT Regulations.
- ii.** The Company Secretary of the Company shall be designated as a Compliance Officer for the purpose of reporting to the Board of Directors.
- iii. Designated Person** means and includes: -

- a)** All Promoters, Directors, Key Managerial Personnel.
- b)** All the employees in the grade of Manager and above of the Company.
- c)** Other Employees, if any, identified on the basis of their role.

iv. Connected Persons means:

- a)** 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.
- b)** 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 recognized 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.
- v. **“Unpublished Price Sensitive Information” or “UPSI”** means any information, relating to the Company or Securities of the Company, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities of the Company and shall, ordinarily include but not restricted to, information relating to the following:
- a. financial results;
 - b. dividends;
 - c. change in capital structure;
 - d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
 - e. changes in key managerial personnel;

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

3. Applicability: This code is applicable to the Designated Persons and their immediate relatives

4. Responsibility of the Compliance Officer:

- a) The Compliance Officer shall be responsible for the compliance of Policies, procedures, maintenance of records / list of the Designated Persons and their relatives, monitoring adherence to the rules for preservation of Unpublished Price Sensitive Information, monitoring the trades and the implementation of the codes specified in the PIT Regulations under the overall supervision of the Board of Directors.
- b) He shall be responsible for providing the necessary guidance to the Designated Persons on any clarifications sought by them.
- c) He shall present to the Board of Directors and the Audit Committee, the reports on trading, if any, in the shares of the Company by the Designated Persons and their relatives based on the pre-clearance of the trade granted.
- d) He shall be responsible for maintaining the structured digital database as required under the Insider Trading Regulations.

5. General Restrictions

- a) Designated Person (including his/her Immediate Relatives) shall maintain the confidentiality of Unpublished Price Sensitive Information (UPSI) and should not trade in the Securities of the Company at any time while in possession of, or having access to UPSI.
- b) The UPSI shall be shared by the Designated Persons only for legitimate purposes as per the Company’s Policy on sharing of the UPSI for legitimate purposes.



- c) The UPSI shall be communicated under the exceptional circumstances as mentioned under Regulation 3 (3) of the Insider Trading Regulations viz., obligation to make an open offer under Takeover Regulation and the case where the board of directors of the listed company is of informed opinion that sharing of such information is in the best interests of the company.

6. Trading Restrictions

- a) The Compliance Officer shall decide the date of closure of the window in trading in the shares of the Company and shall be responsible for disseminating this information to the Designated Persons and the external agencies viz., auditors, RTA, Banks, advisors, legal consultants etc. who are privy to the UPSI through email or such other permitted mode.
- b) The trading window shall be closed from the end of the quarter till 48 hours after the financial results (audited / unaudited) are made generally available to the public.
- c) The intimation about the trading window closure should also be given to the Stock Exchange where the shares of the Company are listed by the Compliance Officer.
- d) The Designated Persons and their relatives shall not trade in the shares of the Company when the trading window is closed and shall also not trade even when the trading window is open if such persons are in possession of UPSI.

7. Trading window

Designated persons and their immediate relatives may execute trades subject to compliance with the Code and Regulations. Towards this end, a notional trading window shall be used as an instrument for monitoring trading by the designated persons. The trading window /period is a period which will be specified for trading in the securities of the Company. The trading window shall 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. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

Trading window shall remain mandatorily closed from the end of every quarter i.e. 1st April, 1st July, 1st October, 1st January every year till 48 hours after the declaration of financial results for the respective quarter/year.

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.

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.

8. Pre-clearance of trades

- a) When the trading window is open, trading by designated persons and their immediate relatives shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trade(s) is above minimum threshold limit of Rs. 10,00,000/- (Rupees Ten Lakh) in any calendar quarter.



- b) The Designated persons shall be required to submit application for pre-clearance along with Undertaking in the format specified in **Annexure I**.
- c) While calculating the Threshold Limit, the cumulative value of the Securities of the Company Traded, whether in one transaction or series of transactions, during a calendar quarter by the Designated Person and his /her Immediate Relatives shall be taken into account.
- d) All Designated Persons including their Immediate Relatives intending to Trade in the Securities of the Company up to the Threshold Limit fixed as aforesaid may do so without any clearance from the Compliance Officer.
- e) Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance 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.
- f) The Compliance Officer shall convey the approval for the trade in writing after verifying the details and the genuineness of the request. The format of the approval letter is enclosed as **Annexure II**
- g) The pre-cleared trade shall be executed within 7 trading days after the pre-clearance has been granted after which pre-clearance will lapse. Thereafter, a fresh pre-clearance will be needed for the Trades to be executed.
- h) Where a Trade is not executed after obtaining pre-clearance from the Compliance Officer, the concerned person shall intimate the same to the Compliance Officer within 2 (two) Trading Days after the expiry of 7 (seven) Trading Days from the date of pre-clearance by the Compliance Officer.
- i) In case the Compliance Officer or his/her Immediate Relatives intend to Trade in the Securities of the Company, he/she shall obtain pre-clearance for the same from the Managing Director of the Company, as per the pre-clearance procedure under this Code.

9. Contra Trade

- a) The Designated Persons and / or their immediate relatives shall not enter into a contra trade within 6 months from the earlier transactions (buy / sell). However, such restriction shall not be applicable for trades pursuant to exercise of ESOPs.
- b) The Compliance Officer may grant relaxation from strict application of such restriction on an application made in this behalf by the concerned Designated Person and after recording in writing the reasons in this regard; provided that such relaxation does not violate the Regulations.
- c) In case a contra Trade is executed, inadvertently or otherwise, in violation of the aforesaid restriction, 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 SEBI Act.



10. Trading Plan

A Designated Person 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. Such 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 issuer 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.

The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Code or the Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor implementation of the trading plan. Upon approval of a trading plan, the Compliance Officer shall notify the trading plan to the Stock Exchange.

The trading plan once approved shall be irrevocable and shall be mandatorily implemented. Provided that the implementation of the trading plan shall not be commenced if any UPSI in possession of the Designated Person and/ or Immediate Relatives at the time of formulation of the plan has not become Generally Available Information at the time of commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes Generally Available Information, in compliance with the Regulations.

11. Disclosures and Reporting requirements

a) Initial disclosure

- i. Every promoter, member of the promoter group, key managerial personnel and director shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within thirty days of these regulations taking effect, as per **Form A** set out in **Annexure III**.
- ii. Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter, as per **Form B** set out in **Annexure IV**.

b) Continual Disclosure

- i. Every promoter, member of the promoter group, designated person and director of every company shall disclose to the company in **Form C** which is enclosed as



Annexure V or such other format as may be prescribed by SEBI from time to time, 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 ten lakh rupees or such other value as may be specified.

- ii. Every company shall notify the particulars of such trading to the Stock Exchange within two trading days of receipt of the disclosure or from becoming aware of such information in **Form D** which is enclosed as **Annexure VI** or such other format as may be prescribed by SEBI from time to time.
- iii. Every Designated Person shall be required to disclose such details including his PAN as well as the names of educational institutions from which designated persons have graduated and names of their past employers on a one-time basis in the format prescribed in **Annexure VII**.
- iv. Every Designated Person shall be required to disclose names and PAN of the following persons on an annual basis in the format prescribed in **Annexure VIII**: -
 - Immediate relatives
 - Persons with whom such designated person shares a material financial relationship
 - Phone, mobile number and cell numbers which are used by them.

c) Reporting by Compliance Officer:

- i. The Compliance Officer shall report to the Board of Directors of the Company and shall provide report to the Board on a quarterly basis in respect of Trading in excess of threshold limits in the Securities of the Company by the Designated Persons and their Immediate Relatives, the trading plans and pre-clearance applications approved and rejected by the Compliance Officer.
- ii. The Compliance Officer shall also provide report to the Audit Committee/ Chairperson of Audit Committee of the Company and to the Board once in a year about the compliance with the provisions of this code and regulations

12. Preservation of UPSI and Responsibilities of Designated Persons:

All Designated Persons and their Immediate Relatives shall maintain strict confidentiality with respect to all Unpublished Price Sensitive Information. To this end, no Designated Person shall:

- i. pass on Unpublished Price Sensitive Information to any person; or
- ii. disclose Unpublished Price Sensitive Information to their Immediate Relatives and any other person; or
- iii. discuss Unpublished Price Sensitive Information in public places where others might overhear; or
- iv. disclose Unpublished Price Sensitive Information to any other Designated Person or any other person who does not need to know the information to do his or her job; or
- v. give others the perception that he/she is trading on the basis of Unpublished Price Sensitive Information.
- vi. The Designated Persons shall be responsible for keeping their immediate relatives updated about their responsibilities under the Code.



13. Information on a need to know basis & Chinese Wall procedures

All information shall be handled within the organization on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. It is clarified that the term ‘legitimate purpose’, shall have the same meaning as provided under the Company’s policy on ‘Code of Fair Practices & Disclosure’. The UPSI must be kept confidential at all times. While communicating or allowing access to the Unpublished Price Sensitive Information, the Designated Person(s) is required to give due notice to such person(s) with whom the Unpublished Price Sensitive Information is shared, to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Regulations and the Code.

No person shall procure from or cause the communication by any insider of UPSI, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Legitimate purposes are defined in the Code of Practices and Procedures for Fair Disclosure of UPSI.

No designated person or his/her immediate relatives shall trade or deal in equity shares of the Company when in possession of unpublished price sensitive information unless made in accordance with the Trading Plan.

The Designated Persons shall not advise any person to Trade in the Securities while being in possession, control or knowledge of Unpublished Price Sensitive Information. For avoidance of any doubt it is clarified that “advice” shall mean to include recommendations, communications or counseling.

Norms for appropriate Chinese Walls procedures & processes will be as under:

- i. To prevent the misuse of UPSI, the Company shall separate those areas of the Company which routinely have access to confidential information, considered “inside areas” from those areas which deal with sale/ marketing or other departments providing support services, considered “public areas”.
- ii. The employees in the inside area shall not communicate any UPSI to any one in public area.
- iii. The employees in inside area may be physically segregated from employees in public area.
- iv. Demarcation of the various departments as inside area may be implemented by the Company.
- v. In exceptional circumstances employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the Compliance Officer.
- vi. Files containing UPSI shall be kept secured with restricted access and computer files containing UPSI should be protected with the help of login, passwords, etc.

14. Violation of the Code

- a) In the event of violation of the Code of Conduct by Insiders, the Company will penalize such an Insider and appropriate action will be taken against such Persons by the Company after



giving reasonable opportunity of being heard in the matter. Such persons shall be subjected to disciplinary actions, including wage freeze, suspension, recovery, etc. Any amount collected under this clause shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the Board under the Act.

- b) The violation, if any, shall also be informed by the Company to the Stock Exchange promptly, in such form and such manner as may be specified by the SEBI from time to time.

15. Amendments

This Code is subject to review from time to time. The amendments in regulations shall be applicable to the designated persons and their immediate relatives once the amendments are effective irrespective of whether those changes are carried out in the code subsequently. The Audit Committee and Board shall have power to carry out major amendments in the Code. In case of any inconsistency between the provisions of the Code and the regulations, the regulations shall prevail. The Company Secretary is authorized to carry out necessary changes as required as per the Statutory amendments and the such amendments shall be notified to the Board at their next immediate Board meeting.



Annexure I

Application and Undertaking for pre-clearance of trade by Designated Person (including Compliance Officer) and their Immediate Relatives

The Compliance Officer

The Dharamsi Morarji Chemical Company Limited
Mumbai.

Date :

Dear Sir,

SUB: PRECLEARANCE OF TRADES

**I/My Immediate Relatives, Mr./Ms., having PANintend to trade in Securities of the Company for which purpose **I/On behalf of my Immediate Relative request to pre-clear the trade. The particulars of intended trade are as under:

| | | |
|----|---|---|
| 1 | Name of the Applicant | |
| 2 | Designation | |
| 3 | Employee Code (<i>Only for Employees</i>) | |
| 4 | DIN (<i>Only for Directors</i>) | |
| 5 | Number of Securities held as on date | |
| 6 | Folio No. / DP ID / Client ID No. | |
| 7 | Nature of Trade | **Buy / Sale/ Pledge / De-Pledge/ Subscription/ others (If others, please specify) |
| 8 | Proposed date of trading in securities | |
| 9 | Number and Value (in Rs.) of Securities proposed to be traded | |
| 10 | Estimated number of securities proposed to be purchased/subscribed/sold | |
| 11 | Current market price (as on date of application) | |
| 12 | Mode of transaction (Open Market / Off Market) | |
| 13 | Folio No. / DP ID / Client ID No. where the securities will be credited / debited | |

I/ My Immediate Relative am/is aware that I/ My Immediate Relative have / has to execute the order in respect of the Securities of the Company within 7 trading days after the approval or lesser period as mentioned in the Code, whichever is earlier.

I/ My Immediate Relative am /is aware that, if the pre-cleared proposed trade is not executed within aforementioned days of the pre-clearance, then I/ My Immediate Relative would have to pre-clear the transaction again.

I undertake that, in case, I/My Immediate Relative do/does not execute trade fully within 7 Trading Days or lesser period as mentioned in the Code, whichever is earlier, I shall report to the Compliance Officer of My/My Immediate Relative's decision of not to trade/ partially trade within two trading days thereafter, in the following format.

| Type of Security | Nature of Trade (Buy/Sale/Others) | Number of Securities / Value approved for Trade | Date of Approval | Number of Securities Traded |
|------------------|-----------------------------------|---|------------------|-----------------------------|
| | | | | |



UNDERTAKING

* I/ I on behalf of my Immediate Relative do hereby solemnly state as under:

- (a) I / My Immediate Relative have/has read and understood the purport of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“the Insider Trading Regulations”) and the Code of Conduct for Prevention of Insider Trading in Securities of The Dharamsi Morarji Chemical Company Limited (“the Code”).
- (b) In case I/ My Immediate Relative get/gets access to or receive/receives “Unpublished Price Sensitive Information” after the signing of this undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in my/our position and that I/we would completely refrain from trading in the Securities of the Company till 48 hours after the time such information is made generally available.
- (c) I have not entered into contra trade during the preceding six months prior to the proposed transaction.
- (d) I/ My Immediate Relative have/has not contravened any of the provisions of the Code.
- (e) I have made a full and true disclosure in the matter.
- (f) I, on behalf of myself and my Immediate Relative(s), will submit applicable disclosure(s) within the prescribed time frame.

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.

I agree to comply with the provisions of the Code and the Insider Trading Regulations and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such details to SEBI, if so required by SEBI.

Given under my hand thisday of 20.....

(SIGNATURE)

*(Delete whatever is not applicable)

In case of application by the Compliance Officer, the same will be considered by the Managing Director

FOR OFFICE USE:

APPROVED

DISAPPROVED

REASONS FOR DISAPPROVAL, IF ANY:



Annexure II

Format for granting approval for pre-clearance of trade

To,
(name of the Applicant)

Sub: Approval for pre-clearance of trade

This has reference to your Application dated _____ whereby you had sought my approval for the buying / selling (strike off whichever is not applicable) in _____ shares of the Company.

In response thereto, I hereby accord my approval for the aforementioned transaction.

I request you to note that the transaction must be undertaken within 7 trading days hereof, failing which you would be required to take fresh approvals. You are requested to also inform us the details of the transaction in the prescribed form enclosed herewith so as to enable the Company to complete the onward legal formalities, if any.

In the event, you do not wish to proceed with the transaction, you are requested to communicate the same to the undersigned within 2 (two) Trading Days after the expiry of 7 (seven) Trading Days.

Thanks and regards,

For The Dharamsi Morarji Chemical Company Limited

Compliance Officer



Annexure III

FORM A

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6(2) – Initial disclosure to the company]**

Name of the company: The Dharamsi Morarji Chemical Company Limited
ISIN of the company: INE505A01010

Details of Securities held by Promoter, Member of Promoter Group, Key Managerial Personnel (KMP), Director and 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 as on the date of regulation coming into force | | % of Shareholding |
|--|---|---|--|-----|-------------------|
| | | | Type of securities (For eg. Shares, Warrants, Convertible Debentures, Rights entitlements, 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 by Promoter, member of promoter group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

| Open Interest of the Future contracts held as on the date of regulation coming into force | | | Open Interest of the Option Contracts held as on the date of regulation coming into force | | |
|---|--|-------------------------------|---|--|-------------------------------|
| 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:



Annexure IV

FORM B

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: The Dharamsi Morarji Chemical Company Limited
ISIN of the company: INE505A01010

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 |
| | | | | | |

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:



Annexure V

FORM C

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 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 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 | | | |
| 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 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).

| 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) | |
| 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: _____



Annexure VI

FORM D (Indicative format)

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 (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:

Place:



Annexure VII

INITIAL ONE TIME DISCLOSURE

Initial Disclosure from Designated Person and their immediate relative(s) under the Code of Conduct for Prevention of Insider Trading in Securities of The Dharamsi Morarji Chemical Company Limited ("DMCC")

From

| | | |
|----------------------|---|--|
| Name | : | |
| Address | : | |
| PAN | : | |
| Date of Birth | : | |
| DIN | : | |
| Designation | : | |
| Employee Code | : | |
| Email id | : | |
| Mobile No. | : | |

The Compliance Officer
The Dharamsi Morarji Chemical Company Limited (DMCC)
Mumbai.

Date:

Dear Sir,

SUB: Initial Disclosure of My Holding and My Immediate Relatives' Holding of Securities in the DMCC

I have read and understood the purport of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading in Securities of The Dharamsi Morarji Chemical Company Limited ("the Code").

A. The details of my holding in Securities of the Company, are specified hereunder:

| Type of Security | Folio Number/ DP ID & CLIENT ID (Please refer Note 1) | Number of Securities held as on 31.03. | | |
|------------------|--|--|-------------------|---------------|
| | | In Physical Mode (A) | In Demat Mode (B) | Total (A + B) |
| Equity | | | | |

Note 1:

- i) Demat details to be furnished even if no (NIL) Securities of the Company are held.
- ii) If you have multiple Demat Accounts, then you must provide all Demat by adding more rows above.
- iii) In case DEMAT is in joint name and you are FIRST Holder, then too you must mention the above details
- iv) You must mention Inoperative DEMAT also till the same is not closed.
- v) DPID+ Client ID is 16 Digit Number Unique No. Combination of DPID (8 Digit) + Client ID (8 Digit)

B. (1) The details of holding of my Immediate Relative(s) in the Securities of the Company, are specified hereunder: (REFER NOTE 2)

| Name of my Immediate Relatives (in case of Minor, please mention in (bracket) as "Minor" after the name) | Phone/ Mobile / Cell No. Used by them | PAN | Relationship | Type of Security | Folio Number / DP ID & CLIENT ID | Number of Securities held | | |
|--|---------------------------------------|-----|--------------|------------------|----------------------------------|---------------------------|-------------------|-----------------------------|
| | | | | | | In Physical Mode (A) | In Demat Mode (B) | Total Securities Held (A+B) |
| | | | Spouse | | | | | |
| | | | | | | | | |

Note 2:

i) 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.



- ii) In the event of your immediate relative(s) do not hold any Securities of the Company, please mention NIL against the number of Securities held.
- iii) In case immediate relatives are MINOR, please specify the same and the Designated Person shall be deemed to be guardian

B. (2) The details of persons with whom I share material financial relationship are specified hereunder: (REFER NOTE 3)

| Name of the person (including immediate relatives) with whom I share material financial relationship (in case of Minor, please mention in (bracket) as "Minor" after the name) | Phone/ Mobile / Cell No. Used by them | PAN ^ | Relation ship | Type of Security | Folio Number/ DP ID & CLIENT ID ^ | Number of Securities held | | |
|--|---------------------------------------|-------|---------------|------------------|-----------------------------------|---------------------------|-------------------|-----------------------------|
| | | | | | | In Physical Mode (A) | In Demat Mode (B) | Total Securities Held (A+B) |
| | | | | | | | | |

Note. 3:

- i) 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.
- ii) In case you are sharing any material financial relationship with your Immediate Relatives, then you need to mention as per names in above table.
- iii) In case of person is MINOR, please specify the same and the Designated Person shall be deemed to be guardian

^ Demat details & PAN to be furnished even if no Securities of the Company are held

C. (1) Education Details: (Add more rows if required)

| Name of the Graduation Course (Name of Degree) | Name of the educational Institution |
|--|-------------------------------------|
| | |

Note:

- 1) If you have any additional degrees other than your graduation please mention (E.g. CA, CS, LLB, DR, MBA, Diploma etc.

C. (2) Employment Details of Designated Person: (Add more rows if required)

| Names of the Past Employers (Begin from the recent) | Designation | Duration From (YYYY) to (YYYY) |
|---|-------------|--------------------------------|
| | | |

Note:

- 1) If you have any additional degrees other than your graduation please mention (E.g. CA, CS, LLB, DR, MBA, Diploma etc.

Declaration:

- I hereby confirm that, there is no person other than those mentioned in (B)(1) above who is either dependent financially on me or consults me in taking decisions relating to trading in DMCC Securities or for whom I take decisions relating to trading in DMCC Securities.
- I hereby confirm that, there is no person other than those mentioned in (B)(2) above with whom I share a material financial relationship.
- I hereby undertake to inform the changes in the list of Immediate Relative(s) and those with whom I share a material financial relationship from time-to-time.
- I hereby declare that the above details are true, correct and complete in all respects.

(SIGNATURE)



Annexure VIII
Annual Disclosure by Designated Person

The Compliance Officer
The Dharamsi Morarji Chemical Company Limited
Mumbai

In terms of the requirement of the Code of Conduct for Prevention of Insider Trading in Securities of The Dharamsi Morarji Chemical Company Limited ("the Code") for periodic disclosure, giving below the details of my holding and my Immediate Relative(s) holding:

| Name of Designated person and Immediate Relative(s) and Phone, Mobile numbers used | Relation ship | Number of Securities held as on 1 st April, 20__ | Number of Securities bought during The year ended 31 st March, 20__ | Number of Securities sold during theyear ended 31 st March, 20__ | Number of Securities held as on 31 st March 20__ | Folio No./ Client ID/ DP ID | PAN |
|--|---------------|---|--|---|---|-----------------------------|-----|
| | | | | | | | |

The details of persons with whom I share material financial relationship are specified here: (REFER NOTE 3)

| NAME OF THE PERSON AND PHONE, MOBILE NUMBERS USED BY THEM | PAN ^ | RELATION SHIP | TYPE OF SECURITY | FOLIO NUMBER / DP ID & CLIENT ID ^ | NUMBER OF SECURITIES HELD | | |
|---|-------|---------------|------------------|------------------------------------|---------------------------|-------------------|-----------------------------|
| | | | | | In Physical Mode (A) | In Demat Mode (B) | Total Securities Held (A+B) |
| | | | | | | | |

^ Demat details & PAN to be furnished even if no Securities of the Company are held

- ✓ I confirm that I / my immediate relative(s) have read and understood the purport of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code & have undertaken to unconditionally abide by the same
- ✓ I confirm that I have not entered into contra trade during the preceding six months prior to any transactions.
- ✓ I hereby declare that the above details are true, correct and complete in all respects. I undertake to disclose immediately as and when there is a change in the above information.

Thanking You,

_____ (SIGNATURE)

Notes:

1. Please fill up Name, PAN, DP ID & Client ID of yourself as well as your Immediate Relative(s) and Person(s) with whom you share material financial relationship even if the holding in DMCC securities is nil.
2. Immediate Relative means a spouse of a person, and includes parent, sibling, and child of such person or the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in Securities.
3. Material financial relationship shall mean a relationship in which one person is a recipient of any kind of payment such as by way of loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationship in which payment is based on arm's length transactions.