



May 26, 2023

To,

**National Stock Exchange of India Ltd**

Exchange Plaza, 5th Floor,  
Plot No. C-1, Block G,  
Bandra - Kurla Complex,  
Bandra (East), Mumbai - 400 051  
**Symbol: TPLPLASTEH**

**BSE Limited**

1st Floor, New Trading Ring,  
Rotunda Building,  
P. J. Towers, Dalal Street,  
Fort, Mumbai - 400 001  
**Scrip Code: 526582**

Dear Sir/Madam,

**Sub: Amendment to the Company's Code of Conduct for Prevention of Insider Trading ("Code of Conduct") and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosure")**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, this is to inform you that the Board of Directors of the Company have approved amendment to the Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information on May 26, 2023 to give more clarity to the existing Policy.

Copy of the amended Code of Conduct and Code of Fair Disclosure are enclosed herewith and are being made available on the website of the Company i.e. [www.tplplastech.in](http://www.tplplastech.in)

Kindly take the same on record.

Thanking You,

Yours faithfully,

**For TPL Plastech Limited**

**Hemant Soni**  
**VP-Legal & Company Secretary & Compliance Officer**

Encl.: As above

**TPL Plastech Ltd.**

**Registered Office :** 102, 1st Floor, Centre Point, Somnath Daman Road, Somnath, Dabhel, Nani Daman,  
Daman - 396 210 • **CIN :** L25209DD1992PLC004656

**Corporate Office :** 203, Centre Point, J. B. Nagar, Andheri - Kurla Road, Near J. B. Nagar Chakala Metro Station, Andheri East,  
Mumbai - 400 059 • **Tel :** 022- 6852 4200 • **E-mail :** info@tplplastech.in • **Website :** www.tplplastech.in

*Insider Trading Code 2015*



**TPL Plastech Limited.**

**TPL PLASTECH LIMITED**

**CODE OF CONDUCT FOR PREVENTION OF INSIDER  
TRADING**

**AND**

**CODE OF PRACTICES AND PROCEDURES FOR FAIR  
DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE  
INFORMATION**

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## I. PREAMBLE

Securities and Exchange Board of India (SEBI) has issued Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”), which has been amended from time to time to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof.

Pursuant to Regulation 8 of the Regulations, the Board of Directors of every listed company are required to formulate and publish on its official website, a code of practices and procedures for fair disclosure or unpublished price sensitive information that it would follow to adhere to each of the principles set out in Schedule A of the Regulations.

Further, in terms of Regulation 9, the Board of Directors of every listed company shall ensure that CEO/MD formulates a code of conduct with their approval to regulate, monitor and report trading by its designated person and immediate relatives of designated person towards achieving compliance with the Regulations, adopting minimum standards as set out in Schedule B of the Regulations, without diluting the provisions of the Regulations in any manner.

In the view of the aforesaid Regulations, **TPL PLASTECH LIMITED** hereby formulates this Code of Conduct and Code of Practices and Procedures for Fair Disclosures Of Unpublished Price Sensitive Information (“The Code”), pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”).

The Board of Directors of the Company at its meeting held on May 26, 2023 reviewed, amended and adopted “The Code”.

## II. DEFINITION

**A. “Act”** means the Securities and Exchange Board of India Act, 1992.

**B. “Audit Committee”** means the audit committee of the Company.

**C. “Board”** means the Board of Directors of the Company.

**D. “The Code”** means this Code of Conduct formulated for Regulating, Monitoring and Reporting by Insiders under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

**E. “Company”** means **TPL PLASTECH LIMITED**

**F. “Compliance Officer”** means the Company Secretary and Compliance Officer of the Company.

**G. “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 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. 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 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
- f. 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
- g. An official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- h. A banker of the Company; or
- i. A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

**H. Designated Persons(s)** shall mean

- i) Promoters and Members of the Promoter Group of the Company;
- ii) Managing Director, Whole Time Director and other Directors of the Company;
- iii) Key Managerial Personnel of the Company;
- iv) Chief Executive Officer, Chief Financial Officer, Company Secretary and all employees in the rank of senior Vice President and above cadre;
- v) Employees of material subsidiaries of the Company in the rank of senior Vice President and above cadre;
- vi) Such other persons having permanent or intermittent access to UPSI as may be determined by the Compliance Officer in consultation with and/or as per the advice of Managing Director & CEO.

**I. “Director”** means a member of the Board of Directors of the Company.

- J. "Digital Database"** shall be a database maintained by the Compliance Officer containing information such as names, Permanent Account Numbers ("PANs") or any other identifier authorized by law where such PAN is not available, disclosures and other details of Designated Persons, Fiduciaries and Insiders who have are possession of or likely to have access to Unpublished Price Sensitive Information in accordance with the Code;
- K. "Employee"** means every employee of the Company including the Directors in the employment of the Company.
- L. "Fiduciaries"** means professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company.
- M. "Generally available Information"** means information that is accessible to the public on a non- discriminatory basis.
- N. "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.
- O. "Insider"** means any person who is:
- a. A connected person; or
  - b. In possession of or having access to unpublished price sensitive information.
- P. "Key Managerial Personnel (KMP)"** means person as defined in Section 2(51) of the Companies Act, 2013 including any amendment or modification thereto.
- 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. "Need to Know basis"** means that Unpublished Price Sensitive Information should be disclose only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- T. "Stock Exchange"** means BSE Ltd./NSE Ltd.
- U. "Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

**V. "Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

**W. Trading**" means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

**X. "Trading Window"** means a trading period for trading in Company's Securities as specified by the Company from time to time.

**Y. "Trading Plan"** ("TP") means a plan for dealing in securities of the Company for a period not less than 12 months by the persons who may be perpetually in possession of unpublished price sensitive information.

**Z. "Trading Day"** means a day on which the recognized stock exchanges are open for trading;

**AA. "Unpublished Price Sensitive Information"** means any information relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily be including 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;
- e. Changes in key managerial personnel;
- f. Any such other information which may affect the price of the securities.

**BB. "Whistle Blower"** means an employee who reports instance of leak of price sensitive information under this Policy.

Words and expressions used in this Code and not defined herein shall have the same meaning assigned to them in the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other SEBI Regulation(s) as amended from time to time.

### **III. DUTIES OF COMPLIANCE OFFICER**

The Company Secretary and Compliance Officer of the Company shall be designated as a senior officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

The Compliance Officer shall be responsible for: -

- (i) Monitoring of Trades and the implementation & administration of the Code under the overall supervision of the Board, in compliance with the Regulations.
- (ii) Reporting of insider trading to the Board of Directors of the Company and in particular shall provide reports to the Chairman of the Audit Committee on annual basis.
- (iii) According approvals to pre-clearances of Trades and Trading plans submitted by the designated persons and their immediate relatives.
- (iv) Maintaining a record of the Designated Persons and make any changes in the list of Designated Persons and Insiders as per requirements of these Regulations.
- (v) Hiring the services of any outside party or Register and Share Transfer Agent to effectively monitor the trading in securities by the Designated Persons and their immediate relatives.
- (vi) Assist all employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and administer the Company's Code of Conduct and other requirements under the SEBI Regulations.
- (vii) Maintain adequate and effective system of internal controls.
- (viii) Comply and regulate Trading Window norms.
- (ix) Disclose to the Stock Exchange such disclosures as required under the Regulations.

#### **IV. PRINCIPLES OF FAIR DISCLOSURE FOR THE PURPOSE OF CODE OF PRACTICES AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

- A.** The Company shall adhere to the below Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information:
- a) Prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
  - b) Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
  - c) Designation of the compliance officer to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.



- d) Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- e) Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- f) Ensuring that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
- g) Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- h) Handling of all Unpublished Price Sensitive Information on a “need-to-know” basis.

## **B. POLICY FOR DETERMINATION OF "LEGITIMATE PURPOSES"**

### **INTRODUCTION**

Regulation 3(1) of the Regulations prohibits communication/sharing/access to Unpublished Price Sensitive Information (UPSI) in relation to the Company or its securities, with any other person, including outsiders, except for legitimate purposes.

### **OBJECTIVE**

The objective of formulating this ‘Policy for Determination of Legitimate Purposes’ is to lay down the factors that shall be considered by before sharing of UPSI with any other person.

### **DETERMINATION OF LEGITIMATE PURPOSE**

- (i) "Legitimate Purpose" shall include sharing of UPSI in the ordinary course of business on a need to know basis, with the Company’s collaborators, lenders including perspective lenders, customers, suppliers, merchant bankers, legal advisors, auditors, credit rating agencies, insolvency professionals, practicing company secretaries, registered valuers or other advisors, service providers or consultants, provided that such sharing has not been carried out with a view to evade or circumvent the prohibitions of the SEBI PIT Regulations;
- (ii) The sharing of UPSI shall be deemed to be for “Legitimate Purpose” if it satisfies the following criteria:
  - a. it is in the interest of the Company,
  - b. it is in ordinary course of business or in furtherance to a genuine commercial purpose.
  - c. it is for performance of duties,
  - d. it is for discharging legal obligations,

- e. if the nature of UPSI being shared is commensurate with the purpose for which access is sought to be provided to the recipient,
  - f. it is in compliance with the requirements of the law.
- (iii) Whether sharing of UPSI for a particular instance tantamount to 'Legitimate Purpose' would entirely depend on the specific facts and circumstances of each case.

## **V. COMMUNICATION AND PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

- A. All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his/her legal obligations.
- B. Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
  - i. an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the sharing of such information is in the best interests of the Company; or
  - ii. not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.
- C. All non-public information directly received by any Employee should immediately be reported to the Compliance Officer.

## **VI. DISSEMINATION OF "PRICE SENSITIVE INFORMATION"**

- A. No information shall be passed by way of making a recommendation for the purchase or sale of securities of the Company.
- B. The following guidelines shall be followed while dealing with analysts, research personnel, media persons & institutional investors.
  - a. Only public information to be provided.
  - b. Unanticipated questions may be taken on notice and a considered response given later.
  - c. If the answer includes unpublished price sensitive information, a public announcement should be made before responding.

## **VII. PROHIBITION ON INSIDER TRADING**

An Insider shall not, directly or indirectly, –

- i. trade in securities of the Company that are listed or proposed to be listed when in possession of UPSI;
- ii. trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.
- iii. provide advise/tips to any third party on trading in Company's securities while in possession of UPSI and

An insider who has ceased to be associated with the Company shall not, for a period of six months from date of such cessation, directly or indirectly trade in the Company's Securities while in possession of UPSI.

## **VIII. TRADING PLAN**

Designated Person shall be entitle to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan (Annexure I).

The Compliance Officer shall ensure that the Trading Plan shall:

- a) not entail commencement of trading on behalf of the insider earlier than 06 months from the public disclosure of the plan;
- b) not entail trading for the period between 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;
- c) entail trading for a period of not less than 12 months;
- d) not entail overlap of any period for which another trading plan is already in existence 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
- e) not entail trading in Securities for market abuse.

The Compliance Officer shall review the Trading Plan, made as above to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertaking as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. After assessing, she may approve the plan. However, he/she shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the

implementation of the plan as per provisions of the Regulations.

The Trading Plan once approved shall be irrevocable and the Designated Person 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 Designated Person 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. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information.

Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## **IX. TRADING WINDOW**

A notional trading window as specified herein below shall be used as an instrument of monitoring trading by the Designated Persons and their immediate relatives:

- (i) The trading period, during which trading on Stock exchanges is permitted as hereinafter provided is called 'trading window'.
- (ii) All Designated Persons and their immediate relatives shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, or during any other period as may be specified by the Company from time to time.
- (iii) The Compliance Officer shall intimate the closure of trading window to all the Designated Persons of the Company when he/she determines that a Designated Person 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.
- (iv) The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, which shall be forty-eight hours after the information becomes generally available.
- (v) The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

(vi) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.

## **X. PRE-CLEARANCE OF TRADES**

All Designated Persons and their Immediate relatives, who intend to deal in the securities of the Company, when the trading window is open and if the value of the proposed trades in a **calendar quarter is above Rs. 10 Lakhs (market value)**, should obtain pre-clearance from the Compliance Officer for each transaction.

The pre-dealing procedure shall be hereunder:

- i. An application shall be made in the prescribed Form (Annexure II) to the Compliance Officer indicating the estimated number & amount of securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
- ii. An undertaking (Annexure III) shall be executed in favour of the Company by such Designated Person incorporating, *inter alia*, the following clauses, as may be applicable:
  - a. That the Designated Person does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.
  - b. That in case the Designated Person has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
  - c. That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
  - d. That he/she has made a full and true disclosure in the matter.
- iii. Post receipt of duly executed application form and undertaking, the Compliance Officer, may subject to his/her satisfaction grant the pre-clearance (Annexure IV) within 2 trading days.
- iv. All Designated Persons shall execute their order in respect of securities of the Company within the time period as mentioned in pre-clearance.
- v. If the trade is not executed or partly executed within 7 days after the approval is given, a fresh pre-clearance approval would be needed in accordance with this Code, for the trade to be executed.

- vi. The Designated Persons shall file within 2 (two) trading days of the execution of the deal, the details of such deal with the Compliance Officer (Annexure V). In case the transaction is not undertaken, a report to that effect shall be filed in the same form.
- vii. Pre-clearance would not be required for trade executed as per approved trading plan.

## **XI. CONTRA TRADE**

Designated Person(s) shall not execute contra trade including taking contra positions in derivative transactions in the Securities, **during the period of 6 (six) months following the prior trade**. Provided this shall not be applicable in case –

- a) the Securities are purchased by exercise of stock options under the Employee Stock Option Scheme/s of the Company in force and thereafter sold within the Restricted Period; or
- b) the Securities are sold and thereafter Securities are purchased by exercise of stock options under the Employee Stock Option Scheme/s of the Company in force within the Restricted Period.

The Compliance Officer may grant relaxation from strict application of contra trade restriction for reasons to be recorded in writing provided that such relaxation does not violate these Regulations. In the event, any such contra trade is executed, inadvertently or otherwise, in violation of such a 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 Act.

## **XII. REPORTING OF TRANSACTIONS**

### **A. Initial Disclosure**

Every person, on being appointed as KMP 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 in Form B (Annexure VI).

### **B. Continual Disclosure**

- a) Every Promoter, Member of the Promoter Group, Designated Person and Director of the Company shall disclose to the Company 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 Rs. 10 lakhs** in Form C (Annexure VII).

- b) The Company at its discretion, may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in order to monitor compliance with these regulations, in form D (Annexure VIII).

### **XIII. MECHANISM ON INTERNAL CONTROL**

For ensuring adequate and effective system of internal controls in line with the requirements of Clause 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the following procedure shall be followed:

#### **A. Sharing of information pursuant to Legitimate Purpose**

- a) Any person in receipt of Unpublished Price Sensitive information pursuant to legitimate purpose shall be considered Insider for the purpose of the Code.
- b) Notice shall be served on such person by way of email/letter to maintain confidentiality while in possession of such Unpublished Price Sensitive information.
- c) Such person has to ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 amended from time to time and the Code.

#### **B. Documents to be shared by Designated Person with Company**

Designated person shall be required to disclose names and Permanent Accountant Number or any other identifier authorized by law, of the following persons, to the Company, on an annual basis and as when the information changes:

- a) Immediate Relatives;
- b) Person with whom such designated person(s) share a material financial relationship; &
- c) Phone, mobile and cell number which are used by them.
- d) In addition, the name of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation: The term **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/gift from a designated person during immediate preceding 12 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.

#### **C. Chinese Wall**

To prevent the misuse of confidential information, the Company shall adopt a "Chinese Wall" policy separating those areas of the Company which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/marketing/operations or other departments providing support services, considered "public areas"

- a) Demarcation of the various departments as inside area may be implemented by the Company.
- b) The employees in inside area may be physically segregated from employees in public area.
- c) The employees in the inside area shall not communicate any Price Sensitive Information to anyone in public area.
- d) In exceptional circumstances, Designated Persons 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.

#### **D. Digital Database**

Board of Directors shall maintain a well-structured digital database internally with adequate internal controls and checks ensuring non tampering of database. It shall also be ensured that the database is not outsourced and contains information including the following:

- a. Details of UPSI;
- b. Details of persons or entities, as the case may be, with whom information is shared under this Code along with the Permanent Account Number (PAN) or any other identifier authorised by law, where PAN is not available;
- c. Details of persons who have shared the information.

#### **E. Whistle Blower in case of leak of Unpublished Price Sensitive Information (“UPSI”)**

- i. Any instance of leak of UPSI should be on the basis of a direct first- hand experience of the Whistle Blower. It should not be based on any secondary, unreliable source such as grapevine or any other form of informal communication.
- ii. The Whistle Blower may report leak of UPSI by an email to the Company Secretary at his e-mail ID at [hemant.soni@timetechnoplast.com](mailto:hemant.soni@timetechnoplast.com) or [secretarial@tplplastech.in](mailto:secretarial@tplplastech.in) mentioning the subject line “LEAK OF UPSI”.
- iii. On the basis of reporting, the Company Secretary shall conduct examination about the genuineness of the reporting before conduct of inquiry.
- iv. The Company Secretary as soon as ascertaining the genuineness of the reporting about leak of UPSI, intimate to Board of Directors and Audit Committee.
- v. The Company shall take further action based on the recommendations of Board of Directors and Audit Committee accordingly.
- vi. The instance of leak of UPSI made by the Whistle Blower must be genuine with adequate supporting data/proof. If it is established that the allegation was made with mala-fide intentions or was frivolous in nature or was not genuine, the Whistle Blower shall be subject to Disciplinary Action.



## **F. Procedure for Inquiry Incase of Leak of Unpublished Price Sensitive Information**

Leak of UPSI means communication of information which is/deemed to be UPSI by any person, communicated either directly or indirectly, overtly or covertly, or in any manner whatsoever, except for legitimate purposes, by any Insider, Designated Persons of Company, intermediaries or fiduciaries or any other known or unknown person to any person other than a person(s) authorized by the Board or Compliance officer of the Company.

The below mentioned procedure shall be for dealing with matters related to leak of UPSI:

- (i) Leak/suspected leak shall be reported in writing to Compliance officer. The details of the complainant shall be kept confidential.
- (ii) The Compliance officer shall also bring to the knowledge of the complaine about the receipt of a complaint against him/her and grant him/her sufficient time to make a representation to defend himself/herself.
- (iii) Compliance officer to commence the conduct of an inquiry, either by self or with external consultants engaged for the purpose.
- (iv) The Compliance officer may obtain undertaking from individuals who may be probed as part of the examination process. The Compliance officer may call for additional documents as may be required from the individuals being probed or their immediate relatives in order to identify if any unlawful gain has been made by them by way of trading on the basis of the UPSI.
- (v) During the concurrence of the inquiry, complaine shall be denied all access to office records.
- (vi) The Compliance officer shall record his findings in an examination report and duly submit the same to the Audit Committee of the Board.
- (vii) The Committee shall, based on the findings and reports furnished, take necessary action on the complaine and report the incident to SEBI.

## **XIV. PROCESS TO BE FOLLOWED IN SENSITIVE TRANSACTION(S)**

### **1. In case of Specific Transaction(s)**

The Company Secretary shall give prior notice to employee who are brought inside on sensitive transaction(s) and also made aware about the duties and responsibilities attached to receipt of inside information and liability that attaches to misuse or unwarranted use of such information on case to case basis.

## 2. In general

Non-disclosure Agreement shall be executed with every incoming/existing employee of the Company

### **XV. PENALTY FOR CONTRAVENTION**

- A.** Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof applicable to his/her immediate relatives).
- B.** Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- C.** In case it is observed by the Compliance officer that there has been a violation of the Code, by the designated persons, the Compliance Officer in consultation with Managing Director / CFO and/or Audit Committee, shall inform the stock exchange(s) in such form and such manner as may be specified by the SEBI, from time to time.
- D.** Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans and transfer profits from trade(s) to the Investor Protection and Education Fund administered by SEBI under the Act.
- E.** The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

### **XVI. AMENDMENTS TO THE CODE**

- A.** The Board of Directors may amend this Code, as and when deemed fit. Any or all provisions of this Code would be subject to revision/amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.
- B.** In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail notwithstanding the provisions hereunder from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

Note: With submission of the signed Annexures and/or related documents under Code/Regulations the Designated person(s) acknowledges that the submitted information may also include Personal Information, and thereby consents to it being used for legal and compliance purposes by the Company under Regulations and Code. The Company shall process this Personal Information as per the applicable laws.

**ANNEXURE I  
FORMAT FOR TRADING PLAN**

Date:

To,  
The Compliance Officer,  
**TPL Plastech Limited**  
203, 2<sup>nd</sup> Floor, Centre Point,  
J B Nagar, Andheri Kurla  
Road, Near J B Nagar  
Chakala Metro Station,  
Andheri (East),  
Mumbai – 400059.

Dear Sir/Madam,

I, \_\_\_\_\_, in my capacity as \_\_\_\_\_ of the Company hereby submit the trading plan with respect to dealing in securities of the Company for a total period of 12 months from \_\_\_\_\_ to \_\_\_\_\_.

<b>DP ID/Client ID / Folio No</b>	<b>Type of Security</b>	<b>Nature of Trade (Buy/Sell)</b>	<b>Proposed Date/time period of trade</b>	<b>No. /total amount of securities proposed to be traded</b>

With respect to the above trading plan, I hereby undertake that I shall:

- I. Not entail commencement of trading on behalf of the insider earlier than 06 months from the public disclosure of the plan.
- II. Not entail trading for the period between the 20<sup>th</sup> 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 financial results for the said period;
- III. Not commence the trading as per above plan if the Unpublished Price Sensitive Information which is in my possession at present, do not comes into public domain till the time of commencement of trading plan & shall defer the commencement of trading plan till such information becomes generally available.
- IV. Not tender any other trading plan for the period for which the above trading plan is already in force; and
- V. Not entail trading in securities for market abuse.

Signature: \_\_\_\_\_

**ANNEXURE II**  
**SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL**

Date:

To,  
The Compliance Officer,  
**TPL Plastech Limited**  
203, 2<sup>nd</sup> Floor, Centre Point, J  
B Nagar, Andheri Kurla Road,  
Near J B Nagar Chakala  
Metro Station, Andheri (East),  
Mumbai – 400059.

Dear Sir/Madam,

**Application for Pre-dealing approval in securities of the Company**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase/sale/subscribe \_\_\_\_\_ 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.	The proposal is for		(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
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.	Current market price (as on date of application)		
10.	Whether the proposed transaction will be through stock exchange or off-market deal		
11.	Folio No. / DP ID/ Client ID No. where the securities will be credited / debited		

I enclose herewith the form of Undertaking signed by

Yours Faithfully,

\_\_\_\_\_  
Signature

**ANNEXURE III**  
**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE**

Date:

To,  
The Compliance Officer,  
**TPL Plastech Limited**  
203, 2<sup>nd</sup> Floor, Centre Point,  
J B Nagar, Andheri Kurla  
Road, Near J B Nagar  
Chakala Metro Station,  
Andheri (East),  
Mumbai – 400059.

Dear Sir/Madam,

**Undertaking**

I, \_\_\_\_\_, \_\_\_\_\_ of the Company residing at \_\_\_\_\_ am desirous of dealing in \_\_\_\_\_ shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) upto the time of signing this Undertaking.

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.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within 02 trading days of execution of the transaction/a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval, failing which I shall seek fresh pre-clearance.

I declare that I have made full and true disclosure in the matter.

Place:

Date:

Signature: \_\_\_\_\_

**ANNEXURE IV  
FORMAT FOR PRE- CLEARANCE ORDER**

Date:

To

Name:

Designation:

Place:

This is to inform you that your request for dealing in \_\_\_\_\_(nos) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) i.e. within 7 trading days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date, you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 trading days from the date of transaction/deal. In case the transaction is not undertaken, a 'Nil' report shall be necessary.

Yours Faithfully,

**For TPL PLASTECH LIMITED**

**COMPLIANCE OFFICER**

Encl: Format for submission of details of transaction

**ANNEXURE V**  
**FORMAT FOR DISCLOSURE OF TRANSACTIONS**

(To be submitted within 2 days of transaction/dealing in securities of the Company)

To,  
The Compliance Officer,  
**TPL Plastech Limited**  
203, 2<sup>nd</sup> Floor, Centre Point,  
J B Nagar, Andheri Kurla  
Road, Near J B Nagar  
Chakala Metro Station,  
Andheri (East),  
Mumbai – 400059.

Dear Sir/Madam,

I hereby inform that I:

- have not bought / sold/ subscribed any securities of the Company, pre-cleared vide your order no. dated\_\_\_\_\_.
- have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on (date)

<b>Name of holder</b>	<b>No. of securities dealt with</b>	<b>Bought/sold/ subscribed</b>	<b>DP ID/Client ID / Folio No</b>	<b>Price (Rs.)</b>

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

- i. Broker's contract note;
- ii. Proof of payment to/from broker;
- iii. Extract of bank passbook/statement (to be submitted in case of demat transaction).
- iv. Copy of delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (Applicable *in case of purchase/subscription*).

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

Place:  
Date:

Signature: \_\_\_\_\_  
Name:  
Designation:

\*Strike off whichever is not applicable.

**ANNEXURE VI**  
**FORMAT FOR DISCLOSURE ON BECOMING PROMOTER/PROMOTER GROUP/APPOINTMENT AS DIRECTOR/KMP**

**FORM B**  
**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1) (b) read with Regulation 6(2)]**

Name of the company: **TPL Plastech Limited**

ISIN of the company: **INE413G01022**

**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 e.g. – 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 VII  
DISCLOSURE FOR CHANGE IN SHAREHOLDING**

**FORM C  
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (2) read with Regulation 6(2)]**

Name of the company: TPL Plastech Limited  
ISIN of the company: INE413G01022

**Details of change in holding of Securities of Promoter, Member of Promoter group, Designated Person or Director of a listed company 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/Directors/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 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 (Fore.g. - 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 VIII**  
**DISCLOSURE FOR HOLDING/CHANGE IN SHAREHOLDING**  
**Form D (Indicative format)**  
**Securities and Exchange Board of India (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: