

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

I. Introduction:

The Board of Directors of Amines and Plasticizers Ltd (“Company”) has formulated this code of practices and procedures in terms of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, (“SEBI PIT Regulations”) for fair disclosure of unpublished price sensitive information (UPSI). The Company would follow this Code in order to adhere to each of the principles set out in Schedule A to the SEBI PIT Regulations.

As per the Regulations, the Company is required to promptly disclose UPSI as soon as credible and concrete information about it comes into being.

II. Overseeing and Co-ordinating Disclosure :

The Board of Directors has designated the Company Secretary & Compliance Officer of the Company as the Chief Investor Relations Officer (“CIRO”) who is responsible to ensure timely, adequate, uniform and universal dissemination of UPSI. The CIRO shall ensure that information shared with analysts and research personnel is not UPSI. The CIRO shall be responsible for overseeing and coordinating disclosure of UPSI to analysts, shareholders and media and educating employees on disclosure policies and procedures.

III. Disclosure Policy:

In order to ensure timely and adequate disclosure of price sensitive information and to effectively prevent insider trading in shares of the Company, the Company shall follow the following norms:

- Prompt public disclosure of unpublished price sensitive information that would impact price discovery as soon as it has credible and concrete information in order to make such information generally available.
- Uniform and universal dissemination of unpublished price sensitive Information to avoid selective disclosure.

- Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- In order to ensure that information shared with analysts and research personnel is not unpublished price sensitive information, the queries of analysts shall be answered carefully and unanticipated questions shall be taken on notice and a considered response shall be given later.
- Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company's website to ensure official confirmation and documentation of disclosures made.
- Handling of all unpublished price sensitive information on a need-to-know basis. Unpublished price sensitive information shall be disclosed to Company officials only after a proper clarification is sought as to the purpose for which the information is needed.

IV. Responding to Market Rumours

- The Company's general policy is not to comment on any market rumours.
- In case there is any query or request for verification/clarification of market rumours by the stock exchanges, the Company Secretary shall carry out preliminary inquiry/investigation in to the rumour, actual/potential effect on movement of prices of the securities and other related factors. An internal report will be prepared on the basis of the above and forwarded to the Chairman & Managing Director and CFO for deciding the response in the form of clarification, denial or rebuttal to be given to the stock exchange. If necessary, appropriate press release may be given for information of the general investors.

V. Disclosure/ Dissemination of Price Sensitive Information with Special Reference to Analysts, Institutional Investors

The Company shall follow the guidelines given hereunder while dealing with analysts and institutional investors: -

- **Only Public information to be provided:** The Company shall provide only public information to the analyst/ research persons/ large investors (like Institutions). Alternatively, the information given to the analyst shall be simultaneously made public at the earliest.

- **Recording of discussion:** In order to avoid misquoting or misrepresentation, at least two Company representatives, including the CIRO, shall be present at meetings with analysts, brokers or Institutional Investors and the discussions may be recorded on case to case basis.

- **Handling of unanticipated questions:** Special care shall be taken while dealing with analysts and responding to questions that raise issues outside the intended scope of discussion. The CIRO shall tackle the unanticipated questions carefully. The unanticipated questions may be noted, and a considered response be given later in consultation with the Managing Director/ Chief Financial Officer. If the response includes price sensitive information a public announcement shall be made before responding.

- **Simultaneous release of information:** When the Company organises meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meeting.

VI. Sharing of Unpublished Price Sensitive Information for Legitimate Purpose

The unpublished price sensitive information shall be shared by any person(s) authorized by the Board of Directors or Chief Investor Relations Officer of the Company in this behalf only in furtherance of legitimate purpose(s) which include the following:

- Sharing of unpublished price sensitive information in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant

bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants;

- Sharing of unpublished price sensitive information where such communication is in furtherance of performance of duty (ies);
- Sharing of unpublished price sensitive information for discharge of legal obligation(s);
- Sharing of unpublished price sensitive information for any other genuine or reasonable purpose as may be determined by the Chief Investor Relations Officer of the Company and;
- Sharing of unpublished price sensitive information for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

Provided that such sharing should not be carried out to evade or circumvent the prohibitions of PIT Regulations. However, other provisions / restrictions as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed.

VII. Issue of Notice to the Recipient of Unpublished Price Sensitive Information

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of this Code and due notice shall be given to such persons:

- To make aware such person that the information shared is or would be unpublished price sensitive information.
- To make aware to such person the duties and responsibilities attached to the receipt of such unpublished price sensitive information and the liability attached to misuse or unwarranted.
- To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

VIII. Digital Database of Recipient of Unpublished Price Sensitive Information

The Chief Investor Relations Officer shall maintain a structured digital database of such persons or entities as the case may be with whom information is shared under this regulation, which shall contain the following information;

- Name of such recipient of unpublished price sensitive information;
- Name of the Organization or entity to whom the recipient represent;
- Postal Address and E-mail ID of such recipient and;
- Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

The Chief Investor Relations Officer shall ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

IX. Leak/Suspected Leak of UPSI

The Board of Directors has formulated written policy for initiating appropriate inquiries upon becoming aware of a leak or suspected leak of UPSI.

X. Violation of this Policy

Any violation of this policy by any insider or designated persons of the Company shall be brought to the attention of the Chairman / Managing Director, Chief Financial Officer, Compliance Officer and the Audit Committee or Board of Directors and may constitute grounds for punitive action including termination of service.

XI. VERSION HISTORY

The code was approved and adopted by the Board by Resolution passed by Circulation on April 03, 2019 and effective immediately.

POLICY AND PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

I. INTRODUCTION

The Board of Directors of Amines and Plasticizers Limited (“Company”) has adopted this Policy and Procedure of inquiry in case of leak of Unpublished Price Sensitive Information in terms of the provisions of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. These Regulations mandate every listed company to formulate a written policy and procedures for inquiry in case of leak or suspected leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak or suspected leak of unpublished price sensitive information and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

II. PURPOSE

To strengthen the internal control systems to prevent leak of UPSI.

- To prohibit the sharing of UPSI, with any un-authorized persons, which can affect the market price of the securities of the Company and/or causes loss of reputation and investors’ / financiers’ confidence in the company.
- To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same promptly to SEBI.
- To penalize Insider, who is found guilty of violation of this policy.

III. APPLICABILITY

The Code is applicable effective immediately to an Insider as defined in the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders.

IV. LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Leak of unpublished price sensitive information (UPSI) means communication of information which is UPSI by any Insider, Employee & Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board or Chief Investor Relation Officer (CIRO) of the Company after following the due process prescribed in this behalf in the Code of Practices for Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto. Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and the Rules and Regulations made there under shall have the meanings respectively assigned to them in those legislation.

V. DUTIES OF CHIEF INVESTOR RELATIONS OFFICER

The Compliance Officer of the Company has been designated as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information. The Chief Investor Relations Officer is responsible to:

- i. oversee the Compliance of this policy
- ii. report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India.
- iii. intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
- iv. co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of unpublished price sensitive information to the Inquiry Committee.

VI. DISCLOSURE OF ACTUAL OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION TO THE STOCK EXCHANGE

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the Chief Investor Relations Officer shall promptly submit an intimation to the stock exchange.

VII. REPORT OF ACTUAL OF SUSPECTED LEAK OF UPSI TO SEBI

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the Chief Investor Relations Officer shall promptly submit a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof to SEBI.

VIII. PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Any person who is aware of the leak of suspected leak of the Unpublished Price Sensitive Information shall inform the same to the President (Legal) and Company Secretary, Amines and Plasticizers Ltd on the address mentioned below:

President (Legal) and Company Secretary,
Amines and Plasticizers Ltd,
'D'Building, Shivsagar Estate,
Dr. Annie Besant Road,
Worli, Mumbai – 400 018

On becoming aware or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any Promoter, Director, Key Managerial Person, Insider, Employee, Designated Person, Support Staff or any other known or unknown person, the below mentioned procedure shall be followed in order to enquire and/or otherwise investigate the matter.

a) To take Cognizance of the matter

The Legal Department of the Company shall after receipt of the information of actual or suspected leak of Unpublished Price Sensitive Information mutually take cognizance of the matter and decide as follows:

- i. If it is found that the allegation is frivolous not maintainable or outside the scope, the same may be dismissed.
- ii. If it is found that the issue requires further investigation, Preliminary Enquiry may be initiated.

b) Preliminary Enquiry

Preliminary enquiry is a fact-finding exercise which shall be conducted by the Legal Department. The object is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark any disciplinary action.

If required, the Legal Department may also appoint and / or authorize any attorney(s)/ person(s), as they may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of unpublished price sensitive information.

c) Report of Preliminary Enquiry to the Inquiry Committee

The Legal Department, Attorney or Person(s) appointed/authorized to enquire the matter of actual or suspected leak of unpublished price sensitive information submit his/her report to the Chairman of the Company within reasonable timeframe from the date of the appointment.

d) Disciplinary Action

The Disciplinary Action(s) shall include wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Chairman of the Company.

IX. AMENDMENT

The Board of Directors is authorised to amend or modify this policy in whole or in part as and when deemed necessary, to stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information.

X. DISCLOSURE OF THE CODE ON PUBLIC DOMAIN

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed and also published on the website of the Company.