

## **CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS**

### **1. Policy**

Amines & Plasticizers Limited (hereinafter referred to as the "Company") has framed "Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders" which is binding on the Insiders during the course of performance of their duties.

This Code is in line with the Company's policy to implement and practice the principles of Corporate Governance based on fairness, transparency, integrity, honesty and accountability.

In order to ensure full confidentiality of all "Unpublished Price Sensitive Information" and to build general investor confidence and stakeholder credibility, it is imperative that the Code is strictly observed by all persons covered therein.

### **2. Definitions**

(1) In this Code of Conduct, unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meanings assigned to them as under:–

- (a) "Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- (b) "Board" means the Securities and Exchange Board of India;
- (c) "Compliance Officer" means Company Secretary of Amines and Plasticizers Limited or in his / her absence, any person so designated.
- (d) "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that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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 above, 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 above; 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;
- (e) Designated Persons(s) means:
- (i) Directors of the Company;
  - (ii) All employees in the grade of General Managers and above;
  - (iii) All employees in the finance, accounts, secretarial and legal department at the Head Office of the Company;
  - (iv) Promoters of the Company;

- (v) Employees upto two levels below of Chief Executive Officer / Managing Director of the Company irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
  - (vi) Any support staff, such as IT staff or secretarial staff who have access to unpublished price sensitive information;
  - (vii) Employees of the Holding/ Group Company who have access to unpublished price sensitive information;
  - (viii) Any other employee as may be designated by the Board of Directors/ Managing Director/ Compliance Officer of the Company on the basis of their functional role from time to time.
- (f) "generally available information" means information that is accessible to the public on a nondiscriminatory basis;
- (g) "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;
- (h) "insider" means any person who is:
- i) Designated person and his/ her immediate relatives; or
  - ii) a connected person; or
  - iii) in possession of or having access to unpublished price sensitive information;
- (i) 'Investor Protection and Education Fund' means the Investor Protection and Education Fund created by the Board under section 11 of the Act;
- (j) 'Informant' means an individual(s), who voluntarily submits to the Board a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under these regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward;
- (k) 'insider trading laws' means the following provisions of securities laws,-
- i. Section 15G of the Act;

ii. regulation 3 of these regulations;

iii. regulation 4 of these regulations;

iv. regulation 5 of these regulations; and

v. regulation 9 or regulation 9A of these regulations, in so far as they pertain to trading or communication of unpublished price sensitive information.

(l) “legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of SEBI (Prohibition of Insider Trading) Regulations, 2015 or this Code of Conduct;

(m) ‘Legal Representative’ means a duly authorised individual who is admitted to the practice of law in India

(n) ‘Original Information’ means any relevant information submitted in accordance with these regulations pertaining to any violation of insider trading laws that is:-

(i) derived from the independent knowledge and analysis of the Informant;

(ii) not known to the Board from any other source, except where the Informant is the original source of the information;

(iii) is sufficiently specific, credible and timely to –

(1) commence an examination or inquiry or audit,

(2) assist in an ongoing examination or investigation or inquiry or audit,

(3) open or re-open an investigation or inquiry, or

(4) inquire into a different conduct as part of an ongoing examination or investigation or inquiry or audit directed by the Board;

(iv) not exclusively derived from an allegation made in a judicial or administrative hearing, in a Governmental report, hearing, audit, or investigation, or from the news media, except where the Informant is the original source of the information; and

(v) not irrelevant or frivolous or vexatious.

*Explanation.* –Information which does not in the opinion of the Board add to the information already possessed by the Board is not original information.

(o) ‘own analysis’ means the examination and evaluation of the relevant information by the Informant that may be publicly available, but which reveals analysis that is not known to SEBI:

Provided that such analysis is not derived from professional or confidential communication protected under the Indian Evidence Act, 1872 (1 of 1872);

(p) ‘own knowledge’ means relevant information in the possession of the Informant not derived from publicly available sources:

Provided that such knowledge is not derived from professional or confidential communications protected under the Indian Evidence Act, 1872 (1 of 1872);

(q) ‘Reward’ means any gratuitous monetary amount for which an Informant is declared eligible as per the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated 17<sup>th</sup> September, 2019;

(r) ‘securities laws’ means the Act, the Securities Contract (Regulations) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996), the relevant provisions of any other law to the extent it is administered by the Board and the relevant rules and regulations made thereunder;

(s) ‘voluntarily providing information’ means providing the Board with information before receiving any request, inquiry, or demand from the Board, any other Central or State authorities or other statutory authority about a matter, to which the information is relevant;

- (t) "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;
- (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, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- (x) "trading day" means a day on which the recognized stock exchanges are open for trading;
- (y) "unpublished price sensitive information" or UPSI means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following: –
- (i) financial results;
  - (ii) dividends;
  - (iii) change in capital structure;
  - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions and
  - (v) changes in key managerial personnel.

### 3. **Application and Scope:**

This Code of Conduct is applicable to Designated Persons who by being in any contractual, fiduciary or employment relationship or holding any position including a professional or business relationship with the Company whether temporary or permanent have access, directly or indirectly, to Unpublished Price Sensitive Information or are reasonably expected to allow such access. The Code is also applicable to immediate relatives of the Designated Persons. They are advised to adhere to the Regulations strictly. The provisions of this Code are applicable irrespective of whether the Securities are held by Designated Persons solely or jointly along with any other Persons(s) or by their Immediate Relative.

### 4. **Compliance Officer:**

4.1. The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors, not less than one year. The Compliance Officer shall be responsible for:

- Compliance of policies, procedures, maintenance of records
- Monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information as set forth in this Code and applicable laws
- Pre-clearing of the proposed trading in Securities of the Company by the Designated Persons and their immediate relatives
- Monitoring of Trading in Securities of the Company and the implementation of this Code under the overall supervision of the Board
- Determining of closing and reopening of Trading Window
- Approving and Monitoring of trading plan

4.2. The Compliance Officer shall assist the Designated Persons in addressing any clarification and/or issues relating to or arising out of the SEBI Insider Trading Regulations and the Code.

## **5. Communication or procurement of unpublished price sensitive information**

- a. All information shall be handled within the organization on a need to know basis and no unpublished price sensitive information, relating to the company or its securities listed on the stock exchange should be communicated to any person or procured by any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- b. Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would: –
  - i. entail an obligation to make an open offer under the takeover regulations 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;
  - ii. not attract 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. However, the parties shall be required to execute agreements/ memorandum of understanding to ensure confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose mentioned above, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information
- c. Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

- d. The Company shall deal with only such intermediary/every other person, who is required to handle unpublished price sensitive information, who have formulated a code of conduct as per the requirement of the Regulations.
- e. The Board of Directors has formulated the Policy for sharing of UPSI for Legitimate Purposes as a part of Code of Practices and Procedures for Fair Disclosure of UPSI.

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for the purpose of this Code of Conduct and provisions of this code of conduct shall be applicable to such Insider.

The Compliance officer shall give due notice to an Insider to maintain confidentiality of UPSI obtained. The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

**f. Chinese Wall**

In order to prevent the misuse of confidential information, the Company has laid down Chinese Walls procedures which separate "inside areas" i.e. those areas of the Company that routinely have access to confidential information from "public areas" i.e. those which deal with sales/marketing or other departments providing support services.

- (i) The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.
- (ii) The Company shall have process of maintaining securely, computer files containing confidential information and physical storage of documents relating to UPSI.
- (iii) All the unpublished price sensitive information is to be handled on “need to know basis”, i.e., Unpublished Price Sensitive Information should be disclosed

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. All the non-public information directly received by any employee should immediately be reported to the head of the department. In exceptional circumstances employees from the public areas may be brought "over the wall" in furtherance of legitimate purpose, performance of duties or discharge of legal obligations and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

- (iv) The below procedure shall be followed to include any other person as an Insider while dealing in sensitive transactions or sharing of UPSI.
- The Managing Director or Key Managerial Personnel (KMP) of the Company, may involve any other person, based on the requirement, in sensitive transaction pursuant to a legitimate purpose.
  - Such person(s) shall be considered as an Insider and give an undertaking to the Company for maintaining confidentiality and non-disclosure of UPSI obtained.
  - The Compliance Officer shall make Insider aware of their duties and responsibilities attached to the receipt of UPSI and the liability in case of misuse or unwarranted use of UPSI.
  - The provision of this code of conduct shall be applicable to such other person during their involvement in sensitive transaction.

**g. Trading when in possession of unpublished price sensitive information:**

- (1) No insider shall trade in securities of the Company that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information. Such insider shall also maintain the confidentiality of all price sensitive information and shall not pass on such information to any person directly or indirectly by way of making recommendation for the purchase or sale of Company's securities.

If a person trades in securities of the Company when in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

(2) The insider may prove his innocence by demonstrating the circumstances including the following for his trading in Company's Securities when in possession of any unpublished price sensitive information:

- i) the transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information and both parties had made a conscious and informed trade decision, provided that such information was not obtained under para 4(3) above and proper disclosure of such trades were made by the insiders to the Company within 2 working days and the Company notified such trade to Stock Exchange within 2 trading days;
- ii) the transaction was carried out through the block deal window mechanism between the persons who were in possession of the unpublished price sensitive information and both parties had made a conscious and informed trade decision.
- iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
- v) in the case of non-individual insiders: –
  - the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

- appropriate and adequate arrangements were in place to ensure that this Code/ Insider Trading Regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
  - vi) the trades were pursuant to a trading plan submitted by the insider to the Compliance Officer.
- (3) The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

## **8. Trading Plans**

- (1) An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- (2) 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 fifteenth 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
  - (v) not entail trading in securities for market abuse.
- (3) The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to

seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

Pre-clearance of trades, trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

- (4) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan. Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of para 6 above.
- (5) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## **9. Trading Window**

- (1) The trading period when during which the Company's securities can be traded is called Trading Window. The Trading Window shall be closed during the time the price sensitive information is unpublished. The Compliance Officer shall intimate the closure of trading window to all the designated persons of the Company.

Particularly, the trading window will be closed on the following events, during the time the information referred below is un-published i.e. it will be closed, inter alia, at the time of:-

- i. Declaration of Financial results (quarterly, half-yearly and annual)
- ii. Declaration of dividends (interim and final)
- iii. Issue of securities by way of public/ rights/bonus etc.

- iv. Any major expansion plans or execution of new projects
- v. Amalgamation, mergers, takeovers and buy-back
- vi. Disposal of whole or substantially whole of the undertaking
- vii. Any changes in policies, plans or operations of the company

In respect of declaration of financial results, the Trading Window shall remain closed from the next date after the end of the period for which the financial results are to be declared.

As regards declaration of interim dividend and other matters referred to in (ii) to (vii) above or any other matter, the Trading Window shall remain closed from the date of Notice issued for holding the Board Meeting to consider the same.

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, however in any event it shall not be earlier than 48 hours after the information becomes generally available.

- (2) When the trading window is closed, the Designated persons or their immediate relatives shall not trade in the company's securities in such period and the such persons shall conduct all their dealings in the securities of the Company only when the trading window is open. This sub clause is applicable regardless of quantum of securities traded by the aforesaid.

#### **10. Pre clearance of trades:**

- (1) When the trading window is open, designated persons and their immediate relatives who intend to deal in the securities of the company exceeding an aggregate value of Rs. 1,00,000 or 5,000 shares whichever is lower within one calendar quarter (Threshold Limit), in one or more tranches, should seek preclearance for the proposed transactions as per the pre-dealing procedure described hereunder. For pre-clearance, an application may be made in the form given in Annexure 1 to the Compliance officer.

In respect of Compliance officer, pre-clearance is required to be taken from the Managing Director of the Company.

(2) The Compliance Officer shall be entitled to seek declarations to the effect that the applicant for preclearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

(3) Other restrictions:

I. Designated persons and their immediate relatives shall execute their order in respect of securities of the company within 7 trading days after the approval of pre-clearance is given. If the order is not executed within 7 trading days after the approval is given the Designated persons must seek preclearance for the transaction again and shall report of decisions not to trade after securing pre-clearance in the form attached as Annexure 2.

II. Designated persons and their immediate relatives who are permitted to trade shall not execute a contra trade i.e enter into an opposite transaction during the next six months following the prior transaction. If such a 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 the SEBI under the Act.

III. Designated persons shall not take positions in derivative transactions in the shares of the Company at any time.

IV. The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

## **11. Reporting Requirements for Transactions Securities by Directors / Officers / Designated Persons:**

### **(1) Initial Disclosure**

- i. Every promoter, 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 30 days from 15<sup>th</sup> May, 2015 in FORM A.
- ii. Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter 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.

## **(2) Continual Disclosure**

- a. Every promoter, designated person and director 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. Ten lakhs or such other value as may be specified in FORM C.

All the above disclosures shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

## **(3) Disclosures by other connected persons**

The Compliance Officer may, at his discretion, require any other connected person or class of connected persons to make disclosures of holdings and trading in Company's securities as and when he/ she deems fit in order to monitor compliance with the Code/ Regulations in the format set out in FORM D (as prescribed or amended by SEBI, from time to time).

## **(4) Disclosures by Designated Persons**

The designated persons shall, on annual basis, submit the details of their shareholding as well as shareholding of their immediate relatives in FORM E.

The designated persons shall also disclose the following information, on annual basis, to the Company within 30 days from the end of each financial year and on continuous basis, as and when the information changes:

- i. Name of immediate relatives;
- ii. Name of persons with whom such designated person(s) share material financial relationship;
- iii. Permanent Account Number or any other identifier authorized by law for persons specified in (i) and (ii) and;
- iv. Phone, mobile and cell numbers of persons specified in (i) and (ii).

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation: “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.

## **12. Submission of Original Information to the Board by an Informant**

- I. An Informant shall submit Original Information by furnishing the Voluntary Information Disclosure Form to the Office of Informant Protection of the Board in the format and manner set out in Schedule D of the Securities And Exchange Board Of India (Prohibition Of Insider Trading) (Third Amendment) Regulations, 2019 dtd. 17<sup>th</sup> September, 2019. The Voluntary Information Disclosure Form may be submitted through informant’s legal representative:

Provided that where the Informant does not submit the Voluntary Information Disclosure Form through a legal representative, the Board may require such Informant to appear in person to ascertain his/her identity and the veracity of the information so provided.

*Explanation.* – Where any information pertaining to any violation of the Securities Laws is received in a manner not in accordance with the manner provided under these regulations, the Board may require such information to be filed with it in accordance with these regulations or reject the same.

- II. The legal representative shall,-
- i. Verify the identity and contact details of the Informant;
  - ii. Unless otherwise required by the Board, maintain confidentiality of the identity and existence of the Informant, including the original Voluntary Information Disclosure Form;
  - iii. Undertake and certify that he/she,-
    - (a) Has reviewed the completed and signed Voluntary Information Disclosure Form for completeness and accuracy and that the information contained therein is true, correct and complete to the best of his/her knowledge;

(b) Has obtained an irrevocable consent from the Informant to provide to the Board with original Voluntary Information Disclosure Form whenever required by the Board; and

(c) Agrees to be legally obligated to provide the original Voluntary Information Disclosure Form within seven (7) calendar days of receiving such requests from the Board.

iv. Submits to the Board, the copy of the Voluntary Information Disclosure Form in the manner provided in Schedule D of these regulations along with a signed certificate as required under clause (iii) of this sub-regulation (2).

III. An Informant shall while submitting the Voluntary Information Disclosure Form shall expunge such information from the content of the information which could reasonably be expected to reveal his or her identity and in case where such information cannot be expunged, the Informant may identify such part of information or any document that the Informant believes could reasonably be expected to reveal his or her identity.

IV. No person shall by way of any threat or act impede an individual from communicating with the Board, including enforcing or threatening to enforce, a confidentiality agreement (other than agreements related to legal representations of a client and communications there under) with respect to such communications.

(1) *Explanation.* - No employer shall require an employee to notify him of any Voluntary Information Disclosure Form filed with the Board or to seek its prior permission or consent or guidance of any person engaged by the employer before or after such filing

V. **Protection against retaliation and victimization**

This Code shall ensure suitable protection as may be required against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by the Board or he or she is eligible for a Reward under these regulations, by reason of:

- (i) filing a Voluntary Information Disclosure Form under these regulations;
- (ii) testifying in, participating in, or otherwise assisting or aiding the Board in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by the Board; or
- (iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the Board in any manner.

*Explanation 1.* - For the purpose of this Chapter, “employee” means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under these regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

*Explanation 2.* - Nothing in the said regulation shall require the employee to establish that,-

- (i) the Board has taken up any enforcement action in furtherance of information provided by such person; or
- (ii) the information provided fulfils the criteria of being considered as an Original Information under these regulations.

Nothing in these regulations shall prohibit any Informant who believes that he or she has been subject to retaliation or victimisation by his or her employer, from approaching the competent court or tribunal for appropriate relief.

#### **VI. No Amnesty:**

- (1) Nothing in Securities And Exchange Board Of India (Prohibition Of Insider Trading) (Third Amendment) Regulations, 2019 dtd. 17<sup>th</sup> September, 2019 shall be deemed to provide any amnesty or immunity to an Informant for violation of securities law.

- (2) Where an action against an Informant is deemed appropriate the Board may take into account the co-operation rendered in the final determination of any penalty, sanction, direction or settlement thereof, as the case may be.
- (3) Where an action against an Informant is deemed appropriate, the Board while determining the value of monetary sanctions shall not take into account the monetary sanctions that the Informant is ordered to pay or that which any other person is ordered to pay if the liability of such other person is based substantially on the conduct that the Informant directed, planned, or initiated.
- (4) An Informant who may be liable for enforcement action by the Board based on his or her conduct in connection with securities laws violations reported in the Voluntary Information Disclosure Form filed with the Board, may simultaneously or at any time thereafter file an application seeking settlement with confidentiality under Chapter IX of the Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018.
- (5) Notwithstanding any action taken by the Board against an Informant, the Informant may, after payment of any monetary amounts be eligible for a Reward.

**13. Penalty for contravention of Code of Conduct**

The Company may penalize and take appropriate action against the persons to whom the Code is applicable after giving reasonable opportunity to explain their stand in the matter. They may also be subject to disciplinary action by the Company including warning, fine, wage freeze, suspension etc.

Further, in case it is observed by the Compliance Officer that there has been a violation of SEBI Insider Trading Regulations, the Company shall inform SEBI of such violation.

**14. Establishment and review mechanism for prevention of insider trading**

- a) The Managing Director of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in this code of conduct to prevent insider trading.

“Internal Controls” shall include the following:

- all employees who have access to UPSI are identified as designated employee;
  - all the UPSI shall be identified, and its confidentiality shall be maintained;
  - adequate restrictions shall be placed on communication or procurement of UPSI;
  - lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed, or notice shall be served to all such employees and persons;
  - all other relevant requirements specified under the regulations shall be complied;
  - periodic process review to evaluate effectiveness of such internal controls.
- b) The Audit Committee shall review the compliance with the provisions of this code of conduct at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- c) The policies and procedures to initiate appropriate inquiry in case of leak of UPSI or suspected leak of UPSI has been approved by the Board of Directors.
- d) The SEBI or any other appropriate regulatory authority would be informed promptly for leak of UPSI or suspected leak of UPSI including inquiry (ies) conducted and results thereof.
- e) The Company shall make aware its employees about the policy for leak of UPSI or suspected leak of UPSI, to enable them to report instances of leak of UPSI.

#### **15. Contact details of the Compliance Officer**

Company Secretary & Compliance Officer

Amines & Plasticizers Limited

D / 6, Shiv Sagar Estate, Dr. A.B. Road, Worli, Mumbai – 400 018.

Tel: 022 24935282

#### **16. Version history**

- This Code was approved and adopted by the Board of Directors on 29<sup>th</sup> May, 2015.
- First amendment was approved by Board on April 3, 2019 and is effective from immediate date.
- Second amendment was approved by the Board on November 13, 2019 and effective from 25/12/2019.

**Annexure 1**

**Application for Pre-Clearance of Trade (For Directors/ Officers/Designated Persons)**

(to be submitted in duplicate)

To,

The Compliance Officer,

Amines & Plasticizers Limited

D Building, 6<sup>th</sup> floor, Shiv Sagar Estate,

Dr. A.B. Road, Worli, Mumbai – 400 018.

1. Name of the Designated Person/Officer/ Director
2. Designation & Group
3. If purchase/sale is for dependent family member(s), name(s) thereof and relationship
4. Nature of securities – Equity shares/Debentures/other securities
5. Name/s of securities
6. Purchase/Sale
7. Number of securities to be purchased/sold
8. Estimated value of securities proposed to be acquired/subscribed/sold
9. Number of securities presently held in the company in which purchase/sale is proposed

Name of Depository Participant:

DP ID No. :

Client ID No.\*/ Folio No.\*:

(\*strike off whichever is not applicable)

Undertaking

In relation to the above dealing,

I undertake that:

a) I do not have any access to nor have I received any information that could be construed as “Price sensitive Information” (as defined in the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders) up to the time of signing of this undertaking;

b) In the event that I have access to or receive any information that could be construed as “Price Sensitive Information” after the signing of this undertaking but before the execution of the transaction for which the approval is sought, I shall immediately inform the Compliance Officer and shall completely refrain from dealing in the securities for which pre-clearance is sought until such information becomes public;

c) I have not contravened the provisions of the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders as notified by the Company from time to time;

d) I have made full and true disclosure in the matter;

e) I hereby declare that I shall execute my order in respect of the securities for which pre-clearance is sought within one week after the approval is given. If the order is not executed within one week after the approval, I undertake to obtain fresh pre-clearance.

f) I have not held the security for the stipulated period of six months, but wish to sell it for the following reasons (strike out if not applicable).

Place:

Signature:

Date:

Name:

PRE-CLEARANCE ORDER

APPROVED/REJECTED

Compliance Officer

Date:

(NOTE: If transaction is approved, the approval is valid only for one week after approval date. If the order is not executed within one week after the approval is given, the employee/director/officer must preclear the transaction again.)

**Annexure 2**

**FORMAT FOR DISCLOSURE OF TRANSACTIONS**

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

To,  
The Compliance Officer,  
Amines & Plasticizers Limited  
D Building, 6<sup>th</sup> floor, Shiv Sagar Estate,  
Dr. A.B. Road, Worli, Mumbai – 400 018.

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_\_  
(date)

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

I agree to hold the above securities for a minimum period of six months.

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).

Date :

Signature :

Name:

Designation:

**FORM A\***

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7(1) (a) read with Regulation 6(2)-Initial disclosures to the company]**

Name of the company: Amines & Plasticizers Limited

ISIN of the company: INE275D01022

**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	

*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, 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

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

Name & Signature:

Designation:

Date:

Place:

**FORM B\*****Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7(1) (b) read with Regulation 6(2)-Disclosure on becoming a  
director/KMP/Promoter]**

Name of the company: Amines & Plasticizers Limited

ISIN of the company: INE275D01022

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director  
or upon becoming a Promoter of a listed company and other such persons as mentioned in  
Regulation 6(2).**

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	

*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 on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2)**

Open interest of the Future contract held at the time of becoming Promoter/appointment of director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
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

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

Name & Signature:

Designation:

Date:

Place: