



**TRANSCHEM
LIMITED**

August 10, 2026

To,
Listing Compliance Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400 001.

REF: SCRIP CODE: 500422

ISIN: INE019B01010

Dear Sir /Madam,

Subject: Amendment to the Code of Conduct for Prevention of Insider Trading

With reference to the captioned subject, the Board of Directors at its meeting held today, i.e. August 10, 2026, approved the amendment to the 'Code of Conduct for Prevention of Insider Trading' pursuant to provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations") as amended from time to time.

A copy of the amended Code of Conduct for Prevention of Insider Trading is enclosed as **Annexure A**, in compliance with Regulation 8(2) of the SEBI PIT Regulations.

The meeting of the Board of Directors of the Company commenced at 03:30 p.m. and concluded at 04:45 p.m.

Kindly take the same on your records.

Thanking You,

Yours Faithfully,

For Transchem Limited

Neeraja Karandikar
Company Secretary
ACS: 10130

Encl: a/a

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021
Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



**TRANSCHEM
LIMITED**

TRANSCHEM LIMITED

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

Document Name	Code of Conduct for Prevention of Insider Trading
Original document Date	May 11, 2019
Review Version & Date	Version 3.0 dated August 10, 2026

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



**TRANSCHEM
LIMITED**

❖ Contents ❖

1. INTRODUCTION AND APPLICABILITY
2. DEFINITIONS
3. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING
 - 1) Protocol and Trading Restrictions applicable to Connected Persons
 - 2) Trades that may be permitted during the Trading Window Closure Period
 - 3) The Process of bringing in Connected Persons on sensitive transactions
 - 4) Additional Trading restrictions applicable to Designated Persons
 - 5) Reporting Requirements applicable to Designated Persons
 - 6) Penalty for Contravention of the Code
 - 7) Compliance Officer
4. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION
 - 4.1 Policy for determination of legitimate purposes.
 - 4.2 Policy for procedure of inquiry in case of leak of UPSI.
5. POWERS OF THE BOARD OF DIRECTORS
6. DISCLOSURE OF THE CODE
7. AMENDMENTS/MODIFICATIONS

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021
Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



TRANSCHEM LIMITED

Introduction:

Securities Exchange Board of India (SEBI) vide its SEBI (Prohibition of Insider Trading) Regulations, 2015 (Insider Trading Regulations) and the Ministry of Corporate Affairs through the Companies Act, 2013, has laid down provisions to prevent Insider Trading. Employees, including Directors and KMP, should be aware that if they possess inside information regarding the Company they work for, they must completely refrain from trading or advising anybody to trade in the Securities of that Company during the time such information remains unpublished, as this is classified as 'Insider Trading' and is a punishable offence. The penalty for violating this requirement includes ban from trading in the stock market, payment of market price of Securities which have been traded in violation of these requirements and criminal prosecution (i.e. imprisonment up to 10 years and/or fine up to Rs. 25 crores or three times the amount of profits made out of insider trading, whichever is higher.). (Ref: SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended up to date; SEBI Act, 1992 and Companies Act, 2013).

About this Code of Conduct

One of the rules prescribed by SEBI for preventing Insider Trading is that the Board of Directors of every listed company should formulate and adopt a Code of Conduct to regulate, monitor and report trading by its Connected Persons. The Code adopted by the Company should adhere as closely as possible to the Model Code specified in Schedule B of the Insider Trading Regulations without diluting it in any manner and companies must ensure compliance of the same. The Code of Conduct contained herein is framed in compliance with the aforesaid requirement of Insider Trading Regulations and provisions of the Companies Act, 2013. This Code of Conduct supersedes and replaces any previous Codes of Conduct on Prevention of Insider Trading, whether express or implied, in full. This Code of Conduct pertains solely to Prevention of Insider Trading and does not purport to be a general Code of Conduct for employees in respect of other matters.

1. INTRODUCTION AND APPLICABILITY

- a) This Code may be called the "Transchem's Code of Conduct for Prevention of Insider Trading".
- b) This Code is framed pursuant to the provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and provisions of the Companies Act, 2013.
- c) The Code shall be applicable to **Connected Persons and Designated Persons** as defined below.

2. DEFINITIONS

- a) "Act" means the Securities and Exchange Board of India Act, 1992.
- b) "Board" means the Board of Directors of Transchem Limited.
- c) "Code" means the Transchem's Code of Conduct for Prevention of Insider Trading.
- d) "Company" means Transchem Limited.

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



TRANSCHEM LIMITED

- e) "Compliance Officer" means the Company Secretary or such senior officer who may be appointed by the Board of Directors as the Compliance Officer as designated under Regulations.
- f) 'Connected Person' shall have the meaning as described under Regulation 2(d) of the Regulations as amended from time to time.
- g) "Designated Person" means
 - a) Promoters of the Company;
 - b) Directors of the Company;
 - c) CFO of the Company and its Material Subsidiaries, if any;
 - d) Employees upto two level below the Chief Executive officer of the Company and its material subsidiaries, if any;
 - e) Key Managerial Personnel;
 - f) All designated employees of the across the Group having/likely to gave access to UPSI; and
 - g) Relatives of the above.

Clarification to definition: For the avoidance of doubt, the expression "Designated Person" shall also include the Managing Director/Chief Executive Officer of the Company, promoters and members of the promoter group, and every support-function employee and connected consultant, intermediary, fiduciary or advisor who has or is reasonably expected to have access to unpublished price sensitive information, in each case as identified by the Board in consultation with the Compliance Officer; and the reference to "Relatives of the above" shall be read as "Immediate Relatives" as defined under Regulation 2(1)(f) of the Regulations.

- h) "Generally available information" shall have the meaning as described under Regulation 2(e) of the Regulations as amended from time to time.
- i) "Immediate Relative" shall have the meaning as described under Regulation 2(f) of the Regulations as amended from time to time.
- j) "Insider" means Connected Person or persons who is in possession of or having access to Unpublished Price Sensitive Information.
- k) "Insider Trading" means trade in Securities by any Insider;
- l) "Key Managerial Personnel (KMP)" shall be as defined under the provisions of the Companies Act, 2013 and the Rules made thereunder.
- m) "relative" shall have the meaning as described under Regulation 2(h)(b) of the Regulations as amended from time to time.
- n) "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof.
- o) "Trading" means and includes subscribing, buying, selling, trading or agreeing to subscribe, buy, sell, deal in any Securities, and "trade" shall be construed accordingly. Trading includes trading in Securities. Trading in Securities shall also include Forward Trading in the Securities

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



TRANSCHEM LIMITED

of the Company, Holding Company and its Subsidiaries.

- p) "Trading Day" means a day on which the recognized stock exchanges are open for trading.
- q) "Trading Plan" shall mean the Trading Plan as allowed under the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- r) "Unpublished Price Sensitive Information or UPSI" 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 including but not restricted to, information relating to the following: -
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel.

In addition to the categories set out at (i) to (v) below, and to align with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, unpublished price sensitive information shall ordinarily also include information relating to: change in the Company's credit ratings; fund-raising proposals; agreements (including shareholder, joint venture or family settlement agreements) that impact the management or control of the Company; fraud or defaults by the Company, its promoters, directors, key managerial personnel or subsidiaries, and arrest of a promoter, director or key managerial personnel; initiation or outcome of forensic audit; actions by regulatory, statutory, enforcement or judicial authorities and outcomes of material litigation or disputes; award, revocation or suspension of key licences, approvals, permissions or regulatory clearances; and resolution plans, restructuring, one-time settlements or the admission/initiation of winding-up, insolvency or bankruptcy proceedings against the Company.

- s) All other expressions unless defined herein shall have the same meaning as have been assigned to them under the Act or the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Companies Act, 2013, or any statutory modification or re-enactment thereto, as the case may be.

3. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

1) Protocol and Trading Restrictions applicable to Connected Persons

- a) Connected Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information and shall not pass on such information to any other person, including other connected persons, directly or indirectly, including but not limited to making recommendation for the purchase or sale of Securities of the Company, except where such communication is in furtherance of legitimate purposes, performance of duties or

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



TRANSCHEM LIMITED

discharge of legal obligations. The Legitimate Purpose shall be as specified in the Code of Fair Disclosures and Conduct.

Provided further that any person in receipt of UPSI pursuant to legitimate purpose shall be considered as an Insider and due notice shall be given by the Connected Persons disclosing UPSI to maintain confidentiality of such UPSI.

- b) Unpublished Price Sensitive Information (UPSI) shall be handled on a 'need to know' basis, which means that it shall be disclosed only to those persons who need the information to discharge their duty or of legal obligations. Files containing UPSI shall be kept secure.
- c) In case a Connected Person or any other person notices any leak of UPSI/ suspects leak of UPSI, a complaint may be raised under the Whistle-blower Policy and same shall be investigated as per the Whistleblower process.
- d) Designated Persons shall disclose Names and Permanent Account Number, or any other identifier authorized by law of the following persons to the Company on an annual basis within 30 days from the end of the financial year. In case of any changes in such information, the Designated Person shall inform the Company of such change promptly:
 - a) Immediate Relatives
 - b) persons with whom such Designated Person(s) shares a Material Financial Relationship
 - c) Phone numbers including mobile numbers which are used by the above persons

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

- e) Connected Persons shall not trade in the Securities of the Company or counsel any person to trade in the Securities of the Company while in possession of UPSI. If connected persons had traded securities in possession of the UPSI, such trades will be presumed to have been motivated by the knowledge and awareness of such information in his possession.
- f) Restriction on communication of UPSI is not applicable in case of open offer under SEBI and any amendments thereto and in case of any other transaction where the Board of Directors of the Company is of the opinion such sharing of such information is in the best interest of the Company. Such information should be made public at least two trading days before the proposed transaction.
- g) Designated Persons may trade in the Securities of the Company only when the Trading Window is open and if they do not possess UPSI at the time of trading. This, however, does not prevent employees from exercising their stock options during the time the Trading Window is closed, although, the shares obtained on exercise of options cannot be traded in any manner during the time the Trading Window is closed or when the employee is in possession of Unpublished Price Sensitive Information.
- h) Connected Persons, perpetually in possession of UPSI, may formulate a Trading Plan,

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



TRANSCHEM LIMITED

specifying the value of Securities or number of Securities to be invested or divested with specific dates or specific time intervals. Such Trading Plan needs to be approved by the Compliance Officer in the format specified in **Annexure III** within two trading days and the approved plan needs to be notified to the Stock Exchanges on which the Securities of the Company are listed. Trading Plan once approved shall be considered irrevocable and to be implemented mandatorily. Such approved Trading Plan should be reported to the Board at its next meeting. Trading under the approved Trading Plan shall not be commenced earlier than one hundred and twenty calendar days from the public disclosure of Plan by the Compliance officer.

- i) As regards the other Designated Employees, the Trading Window shall be closed, inter-alia, from the end of every financial quarter and shall open 48 hours after the announcement of financial results for that quarter.
- j) The Trading Window may also be closed at other times when the Price Sensitive Information remains unpublished.
- k) The gap between the clearance of accounts by the Audit Committee and the Board Meeting shall be as narrow as possible and preferably on the same day to avoid leakage of Unpublished Price Sensitive Information.
- l) Designated Persons who wish to trade in the Company's Securities, when the trading window is open, where the value of the proposed trade(s), taken together with the value of trade(s) executed over a calendar quarter, is likely to exceed Rs.1 million in that calendar quarter or where the shares proposed to be traded exceed 25000 shares, whichever is lower shall intimate the intention to trade in the Company's Securities in the format specified in **Annexure I** and shall pre-clear the trade from the Compliance Officer, prior to undertaking the transaction. The transaction so pre-cleared shall be completed within 7 days of its pre-clearance by the Compliance Officer and shall be reported to the Compliance Officer on completion. Designated Person who do not complete the transaction within 7 days of pre-clearance shall seek fresh pre-clearance for the transaction. Transactions pre-cleared by Designated Person shall be reported by the Compliance Officer to the Audit Committee designated by the Board of Directors in this behalf. Preclearance of trade shall not be required if the trade has been executed as per the trading plan approved by the Compliance Officer.

Structured Digital Database. The Company shall maintain a structured digital database internally, capturing the nature of the unpublished price sensitive information and the names together with the Permanent Account Numbers (or other identifiers authorised by law, where PAN is not available) of persons who have shared the information and of persons with whom it has been shared under this Code, along with the date and time of such sharing. The database shall be maintained with adequate internal controls and checks, such as time stamping and audit trails, to ensure that it is non-tamperable; it shall not be outsourced; and it shall be preserved for a period of not less than eight years after completion of the relevant transaction and, where any information has been received from the Board regarding an

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



TRANSCHEM LIMITED

investigation or enforcement proceeding, until the conclusion of such proceeding.

- m) Designated persons shall also report any decision of not undertaking any transaction for which pre-clearance had been procured along with reasons for such decision in the format specified in **Annexure I**.
- n) Designated Persons in possession of UPSI are not eligible to apply for pre-clearance of any proposed trade even if trading window is open.
- o) Designated Persons shall strictly follow practices and physical arrangements as implemented within the Company to prevent the inadvertent spread and misuse of UPSI.

However, Designated persons can be exempted from such compliances only with the prior approval of the Compliance Officer. Inadvertent breach needs to be reported to the Compliance Officer immediately.

2) Trades that may be permitted during the Trading Window Closure Period

The following trades may be permitted in certain cases during the trading window closure period, as under, subject to compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015:

- a) Off-market *inter-se* between insiders in possession of the same UPSI and both parties had made a conscious and informed trade decision;
- b) Transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI and both parties had made a conscious and informed trade decision;
- c) Transaction carried out pursuant to a statutory or regulatory obligation to carry out a *bona fide* transaction;
- d) Transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- e) the trades are pursuant to a Trading Plan set up in accordance with Regulation in respect of Offer For Sale (OFS) and Rights Entitlements (RE) transactions carried out in accordance with the framework specified by the Board from time to time.

3) The Process of bringing in Connected Persons on sensitive transactions

- 1) In the event of a sensitive transaction, persons including Connected Persons could be involved as Insiders based on need to know basis for legitimate purpose and relevance of the said person to the said transaction. The relevant party should be told that, they must keep the relevant information in relation to the sensitive transaction strictly confidential and that they will not be able to deal in the Company's securities before such information is made public.
- 2) Persons involved in a sensitive transaction shall be deemed to be Connected Persons from

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



TRANSCHEM LIMITED

time they are aware of a sensitive transaction and shall remain to be a Connected Person until expiry of 48 hours of such sensitive transaction is made public or the time till the transaction loses its commercial relevance, whichever is earlier;

- 3) The Chief Executive Officer or the Chief Financial Officer and Chief Compliance Officer based on the recommendation of the Compliance Officer may approve the persons to be involved as Connected Persons in relation to a sensitive transaction.
- 4) In the event, where it is not desirable for the Chief Financial Officer and Chief Compliance Officer or Compliance Officer to have knowledge of the sensitive transaction, the Chief Executive Officer shall solely approve persons to be involved as Connected Persons in relation to a sensitive transaction;
- 5) A notice, as specified in **Annexure V** will be given to such Connected Persons before being involved in a sensitive transaction to maintain confidentiality of such information/ transactions and make aware of duties and liabilities attached to the receipt of the such information or misuse of such information. Except as permitted by the law, a Connected Person involved in the sensitive transaction cannot trade in the securities of the Company until he remains to be a Connected Person under this Code.

4) Additional Trading restrictions applicable to Designated Persons

- a) Designated Persons who trade in any number of Securities of the Company shall not enter into an opposite transaction (i.e. sell or buy etc.) for any number of Securities for the six months period following the prior transaction. The Compliance Officer may, on application from the Designated Persons, grant relaxation with regard to the minimum holding period after recording reasons for the same in writing. Instances of waiver of minimum holding period shall be reported by the Compliance Officer to the Audit Committee.

The above provision is not applicable for exercise of stock options and trades carried out in accordance with the approved trading plan.

- b) In case of any violation of the above requirement, whether inadvertently or otherwise, profits from such trade shall be liable to be forfeited for remittance to Investor Protection and Education Fund administered by SEBI in addition to being liable for other penal consequences.
- c) No Designated Persons shall take positions in derivative transactions in the Company' Securities.

5) Reporting Requirements applicable to Designated Persons

Continual Disclosures: Every promoter, member of the promoter group, designated person and director of the Company shall disclose to the Company the number of Securities acquired or disposed of where 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 lakh (or

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



TRANSCHEM LIMITED

such other threshold as may be specified). Such disclosure shall be made within two trading days of the transaction in the format prescribed in Form C. The Company shall, in turn, notify the particulars of such trading to the stock exchange(s) on which the Securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information. (Regulation 7(2) of the Regulations.)

- a) Directors of Transchem Limited, Key Managerial Personnel of the Company and the Executive Management of the Transchem's Group shall, within 7 days of joining the Company or becoming a promoter of the Company, disclose their shareholding, if any, as on the date of appointment in the Company or becoming a promoter in the format specified in Annexure IV. Other Connected persons shall disclose their shareholding in the Company in Annexure IV within 15 days from the date of appointment or engagement.
- b) Designated Persons shall, on an annual basis, within 30 days from the end of the year, furnish the details of the Securities held by them and their immediate relatives or by any other person for whom such persons takes trading decisions, in the format prescribed in **Annexure II**.
- c) Where the Designated Person does not hold any Securities in the Company either in his/her name or in the names of his/her immediate relatives, he/she shall furnish the report in the format prescribed in Annexure II, stating the shareholding as NIL.
- d) Where it is subsequently found that the Designated Person was holding Securities of the Company (either directly or in the name of his/her immediate relatives) and the same was not duly reported, the Designated Person shall be treated as violating the Code of Conduct and the Company may forthwith proceed to take penal action prescribed in para 6 of this Code.

6) Penalty for Contravention of the Code

- a) Any instance of violation of this Code shall be reported to the Audit Committee or any other Committee of the Board designated for this purpose by the Board of Directors of the Company.
- b) Inquiry into an instance of leak or suspected instance leak of Unpublished Price Sensitive Information shall be initiated, in accordance with the Investigation process provided under the Whistleblower Policy of the Company, by the Compliance Officer and the office of Ethics. The details of the leaks, inquiries and the results of the enquiries shall be informed to the Board of Directors and Securities Exchange Board of India promptly as required under the law.
- c) Any Connected Person who violates this Code may be penalized and appropriate action may be taken against him/her, which inter-alia may extend to wage freeze, cancellation of contract, recovery of profits from the made in the trade, suspension, elimination from Employee Stock Options Plan and / or removal from services of the Group. The Audit Committee shall have the authority to take appropriate action against insiders for

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



TRANSCHEM LIMITED

violation of this Code. The Committee may refer serious instances of violation to the Board for information and / or decision on penal action to be taken.

- d) Any instance of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015 shall be placed before the Board of Directors of the Company and if deemed fit by the Board such instances of violation shall be reported to the Securities Exchange Board of India. The action taken by Transchem in such cases shall not preclude Securities Exchange Board of India from taking any action under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Act.
- e) In case of any instance(s) of violation of the Code and/or SEBI (Prohibition of Insider Trading) Regulations, 2015, necessary information shall be given promptly by the Company to the Stock Exchange(s) where the securities of the Company are traded, in such form and such manner as may be specified by SEBI (Prohibition of Insider Trading) Regulations, 2015, from time to time.
- f) Further, any amount collected by the Company under violation(s) of the Code and/or SEBI (Prohibition of Insider Trading) Regulations, 2015, shall be remitted to SEBI for credit to the Investor Protection and Education Fund ("IPEF") administered under the Securities and Exchange Board of India Act, 1992, in such mode and manner as specified under SEBI (Prohibition of Insider Trading) Regulations, 2015, from time to time.
- g) In addition to the above, the person violating the code shall also be liable for consequences as per the provisions of the Companies Act, 2013.

7) Compliance Officer

- a) The Company Secretary of the Company is the Compliance Officer responsible for setting forth procedures and monitoring adherence to the rules for the preservation of unpublished price sensitive information, approving Trading Plans, pre-clearing trades of Designated Persons, monitoring trades and the overall implementation of this Code.
- b) The Compliance Officer shall provide annual report to the Board of Directors and shall provide quarterly reports to the Chairman of the Audit Committee. The Compliance Officer shall on an annual basis confirm to the Audit Committee that the Internal Controls in relation to the mechanism for prevention of Insider Trading as required under the law are adequate and operating effectively.
- c) The Compliance Officer may be contacted at the following address for any clarifications and approvals in respect of this Code:
 - a. The Compliance Officer may be contacted at the following address for any clarifications and approvals in respect of this Code:

Neeraja Karandikar
Company Secretary and Compliance Officer

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



TRANSCHEM LIMITED

Transchem Limited
111, Maker Chambers IV, 11th Floor,
Nariman Point, Mumbai, 400021.
Email: secretary@transchem.net

4. CODE OF PRACTICES AND PROCEDURES FOR FAIRDISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(A) Policy

The SEBI (Prohibition of Insider Trading) Regulations, 2015 requires the Company shall formulate a code of practices and procedures for fair disclosure of unpublished price sensitive information ("UPSI") that it would follow in order to adhere to each of the principles set out in Schedule A to the SEBI 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

(B) Overseeing and co-ordinating disclosure

Company Secretary/ Compliance Officer of the Company is designated as a Chief Investor Relation Officer ("CIRO") to deal with dissemination of information and disclosure of unpublished price sensitive information. CIRO shall be responsible for ensuring that the Company complies with the continuous disclosure requirements of these regulations and this code. He shall also be responsible for overseeing, monitoring and coordinating dissemination of disclosures of price sensitive information to Stock Exchanges and stakeholders. CIRO 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. CIRO shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

(C) Principles and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for the purposes of this Code

- a) The Company shall make prompt public disclosure of unpublished price sensitive information that would impact price discovery in the market, as soon as credible and concrete information exists or comes into being (including if such information has already come into public domain or to a part of the public without the Company's disclosure), in order to make such information generally available.
- b) The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- c) Disclose press releases issued by it from time to time which are considered to be important for

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021
Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



TRANSCHEM LIMITED

the general public besides putting the same on Company's website.

- d) Put on Company's website quarterly and annual financial results and all investor presentations, if any, pertaining to such financial results for reference of the general public.
- e) Unless otherwise decided by the Board of Directors of the Company, the Company Secretary/Compliance Officer of the Company has been designated under this Code to act as the Chief Investor Relations Officer to deal with and take all necessary actions for the purposes of dissemination of information and disclosure of unpublished price sensitive information in an indiscriminate manner.
- f) The Company shall make prompt dissemination of unpublished price sensitive information in the event such unpublished price sensitive information gets disclosed selectively, inadvertently or otherwise, to ensure that such information is generally available.
- g) The Chief Investor Relations Officer shall provide appropriate assistance and fair response to the regulatory authorities with regard to queries raised by them on the basis of news reports and requests sought by such regulatory authorities for the verification of market rumours.
- h) The Chief Investor Relations Officer shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- i) Best practices would be followed to make available the transcripts or the records of proceedings of meetings with analysts and other investor relations conferences on the official website of the Company for the purposes of ensuring official confirmation and documentation of disclosures made in an indiscriminate manner.
- j) The Company shall handle all unpublished price sensitive information on a need-to-know basis, i.e. unpublished price sensitive information shall be disclosed only to those persons who need such information for the purposes of discharging their duties in an effective manner. Unpublished price sensitive information may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company. The "Policy for determination of "legitimate purposes" in Para 4.1.

4.1 POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES.

For determining legitimate purposes, the below mentioned policy shall be adhered to:

- a) UPSI can be shared only on a need-to-know basis and for legitimate purposes and not to evade or circumvent the prohibitions of the Regulations.
- b) UPSI can be shared in the ordinary course of business only if the same is necessary to be shared in order to complete any task/activity/deal including any other assignment for furtherance of the business interests of the company.
- c) Subject to conditions prescribed in (a) and (b) above, UPSI can be shared with partners,

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



TRANSCHEM LIMITED

collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. in respect of proposed assignment or in order to avail professional services from them or other business purposes, as the case may be. UPSI can also be shared in case same is mandatory for performance of duties or discharge of legal obligations.

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "insider" for purposes of the Regulations.

4.2 POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UPSI

a) Preliminary Inquiry

Preliminary inquiry is a fact-finding exercise. The object of preliminary inquiry 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 on any disciplinary action. Information (written or oral or electronic) regarding a leak or suspected leak of UPSI may be received by the Company from the following sources:

- Internal:
 - i. Whistleblower- vide the whistleblower mechanism as illustrated in the Whistle Blower Policy;
 - ii. Any leak or suspected leak of UPSI detected through the internal controls implemented by the Company.
- External: Any entity, including Registrar and Share Transfer Agent, Depository, Stock Exchange, SEBI, RBI, Regional Director, Registrar of Companies, regulatory / statutory authority or any other department of Central or State Government, whether based on the complaint received from a whistleblower or otherwise
(above information shall be collectively referred to as "Complaint(s) for the purpose of this Policy")

b) Report of Preliminary inquiry

The Chief Compliance Officer (CCO) and Company Secretary shall report the Complaint to the Audit Committee within a reasonable time from the date of receipt of the Complaint.

c) Disciplinary Action:

- The Audit Committee shall review the Complaint and shall discuss with the CCO and Company Secretary on potential next steps including but not limited to seeking additional information to consider an investigation, disclosure requirements to the regulatory authorities, appointment of an investigation panel consisting of internal employees or

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



TRANSCHEM LIMITED

external agencies. If the Complaint implicates the CCO and Company Secretary, then they shall recuse themselves from the said inquiry process;

- If the Audit Committee mandates an investigation, then the identified panel of investigators shall conduct the investigation into the Complaint(s) and present their findings to the CCO. The executive summary of the investigation shall be reported to the Audit Committee by the CCO;
- Based on the update provided by the CCO, the Audit Committee shall put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review/deliberations, shall decide on the disciplinary action(s);
- The disciplinary action(s) may include, wage freeze, suspension, recovery, claw back, termination of employment/contract/agreement etc. 7.

5. POWERS OF THE BOARD OF DIRECTORS

- a) The Board of Directors may establish further rules and procedures, from time to time, to give effect to the intent of this Code and to further the objective of good corporate governance.
- b) The decision of the Board of Directors of the Company with regard to any or all matters relating to this Code shall be final and binding on all concerned.

6. DISCLOSURE OF THE CODE

This Code shall be published on the official website of the Company. This shall be promptly intimated to the stock exchanges where the securities of the Company are listed.

7. AMENDMENTS/MODIFICATIONS

In case of any subsequent modifications or amendments in the provisions of the Regulations, then the provisions of the Regulations would prevail over this Code and the Company shall revise this Code in due course to make it consistent with the Regulations and post the revised Code on its website.

The Board of Directors of the Company may subject to applicable laws amend, suspend or rescind this Code at any time. Any difficulties or ambiguities in this Code will be resolved by the Board of Directors in line with the broad intent of this Code. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Code and further the objective of good corporate governance.

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



TRANSCHEM LIMITED

ANNEXURE I

FORM FOR PRE-CLEARANCE OF TRADES BY DESIGNATED PERSONS In terms of Para 3(1)(l) and (m) of the Code.

To
The Compliance Officer
Transchem Limited

Date	
Name of the Designated Person	
Employee Number, if any	
Company on whose Rolls placed	
Email ID	
Connection with the Connected Persons or Company, as applicable	
DP ID and Client ID from which trade is proposed to be executed	
PRE-CLEARANCE (Required to be obtained by Designated Persons where the value of the proposed trade(s), taken together with the value of trade(s) executed over a calendar quarter, is likely to exceed Rs.1 million in that calendar quarter or where the shares proposed to be traded exceed 25000 shares, whichever is lower)	
Number of for proposed to be traded	No. of Securities: Purchase or Sale : Market / Off-Market :
Whether trade undertaken in own name or that of immediate relatives or any other person for whom I take trading decision (Please give name of your relative or such other person)	
In case the trade is not undertaken after securing pre-clearance, reasons for such decision (applicable only in case of pre-cleared trade is not executed)	

In terms of Para 3 of the Transchem's Code of Conduct for Prevention of Insider Trading, I wish to pre-clear the aforesaid transaction proposed to be undertaken by me / my immediate relatives/ any other person for whom I take trading decisions, as the value of the Securities proposed to be traded (taken together with the value of shares traded during the calendar quarter) exceeds Rs.1 million per calendar quarter or the number of shares proposed to be traded exceeds 25000 shares (strike off whichever is not applicable). I confirm that:

- I am not in possession of any unpublished price sensitive information while seeking pre-clearance.
- In case I have access to or receive unpublished price sensitive information after this date but before execution of the transaction I shall inform the Compliance Officer of the change in position and shall completely refrain from trading in the Company's Securities till such time the unpublished price sensitive information is made public/ becomes irrelevant and not price sensitive;
- I am not otherwise precluded or disqualified from entering into the above transaction;
- All information given above is true to the best of my knowledge and belief.

Signature
Date:

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021
Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



TRANSCHEM LIMITED

ANNEXURE II

FORM FOR ANNUAL DISCLOSURE OF SHAREHOLDING BY DESIGNATED PERSONS

In terms of Para 5(b) and (c) of the Code

Disclosure for the year ended	
Name of the Designated Person	
PAN Number	
DIN/CIN Number	
Employee Number, if applicable	
Company on whose Rolls placed	
Contact address with contact details and Email ID	
Connection with the Company	
DP ID and Client ID (Self)	
DP ID and Client ID (Immediate Relatives)	
Name of Spouse	
Name/s of Dependent Child/ Children	
Name /s of the Parents	
Name/s of the Siblings	
Name/s of persons for whom Connected Persons take trading decisions, if any.	
Details of the deemed to be Connected Persons , if any	
Name of Education Institutions from where graduated (please ignore if already disclosed to the Compliance Officer)	
Names of Past Employers (please ignore if already disclosed to the Compliance Officer)	

A. Details of Immediate relatives, and person having material financial relationship

Person	Name	PAN	Mobile number
Spouse			
Dependent Children			
Parents*			
Siblings*			
Person having material financials relationship **			

**material financial relationship means 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.

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



TRANSCHEM LIMITED

B. Details of Securities Held by Employee and Relative in Transchem Limited

Immediate Relatives	Type of Securities	DP ID or Client ID	Securities held as at beginning of the year	Securities purchased during the year	Securities sold during the year	Mode of Acquisition*	Securities held as at end of the year
Self							
Spouse							
Dependent Children							
Parents*							
Siblings*							

*Who is either dependent financially on such person, or consults such person in taking decisions relating to trading in Securities

*market purchase/public/rights/preferential offer/off market/inter-se transfer etc.

C. Details of Securities held by any other person for whom trading decision is taken by the Designated Persons including deemed Connected Persons (other than above)

Name of the persons	Kind of Securities	DP ID or Client ID	Securities held as at beginning of the year	Securities purchased during the year	Securities sold during the year	Securities held as at end of the year

Details of Securities held for less than 6 months.

No. Of Securities	Date of Purchase	Date of Sale	Details of pledge created, if any	Date of approval from the Compliance Officer, in case applicable (Refer Para 4(a) of the Code)

I confirm that:

- I was not in possession of unpublished price sensitive information at the time of trading in Securities of the Company;
- The aforesaid trades were executed when the Trading Window was open and disclosures wherever required has been made by me to the Company from time to time;
- I have duly pre-cleared trades from the Compliance Officer;
- I have held Securities purchased by me, directly or indirectly through my immediate relatives, for more than 6 months. If the Securities were not held for 6 months, I have taken due approval from the Compliance Officer for the same;
- I undertake to fully adhere to the standards and requirements specified by SEBI, from time to time, in relation to SEBI (Prohibition of Insider Trading) Regulations, 2015 and any

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



**TRANSCHEM
LIMITED**

amendments thereto; and

- vi. All information given above is true to the best of my knowledge and belief.

Signature

Date:

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



TRANSCHEM LIMITED

ANNEXURE III

FORM FOR APPROVAL OF TRADING PLAN FOR CONNECTED PERSONS

In terms of Para 3(h) of the Code.

Name of the Connected Person	
Email ID	
PAN Number	
DIN/CIN	
DP ID and Client ID (Self)	
DP ID and Client ID (Immediate Relatives)	

Details of Securities currently held by the Connected Person

No. of Securities	Date of Purchase	Details of pledge created, if any

Details of Proposed Trading Plan

Time period (Exact dates or time range)	Type of Securities to be traded	No./Value of Securities proposed to be purchased	No./Value proposed to be sold

I declare the following that:

- If the Trading Plan is approved, I hereby authorize and consent to Compliance officer to disclose the trading plan to the stock exchanges as required by SEBI Regulations.
- I shall not implement the Trading Plan if any Unpublished Price Sensitive Information in my possession at the time of formulation of trading plan is not public at the time of implementation of Trading Plan;
- I shall not implement the trading plan when the trading window is closed.
- I shall mandatorily adhere to the aforesaid Trading Plan once approved by the Compliance Officer.
- All information given above is true to the best of my knowledge and belief.

Signature

Date:

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



**TRANSCHEM
LIMITED**

ANNEXURE IV

FORM FOR DISCLOSURE OF SHAREHOLDING BY THE DIRECTOR/KMPs/ EXECUTIVE MANAGEMENT

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: -----

ISIN of the company: -----

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	Open Interest of the Future contracts 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	
			Type of security (For eg.: Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts* lot size)	Notional value in Rupee terms	Number of units (contracts* lot size)	Notional value in Rupee Terms
1	2	3	4		5	6		7	

Note:

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



**TRANSCHEM
LIMITED**

1. "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
2. Other such persons includes immediate relatives and any other person for whom reporting person takes trading decision.
3. "Immediate Relatives" means the 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.

Signature: _____

Designation: ____

Date: _____

Place: ____

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



CONFIDENTIALITY NOTICE TO CONNECTED PERSONS

This Confidentiality and Non-disclosure notice (this “Notice”) is given to you (The “Receiving Party”) by Transchem Limited (the “**Company or Disclosing Party**”), a Company organized under the Companies Act, 2013 having its registered office at 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai, 400021 and shall come into effect immediately upon receipt of this Notice (the “**Effective Date**”) by the Recipient.

A. DEFINITION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Unpublished Price Sensitive Information shall mean all information disclosed by Disclosing Party to Receiving Party that (i) is marked or otherwise communicated to be Unpublished Price Sensitive Information to the Receiving Party, or (ii) by its nature and circumstances of disclosure should be reasonably understood by Receiving Party to be an Unpublished Price Sensitive Information.

Explanation I: Unpublished Price Sensitive Information expressly includes, but is not limited to, (a) precise information in relation 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 securities ; (b) information relating to financial results, dividends, changes in capital structure, mergers, de-mergers, acquisitions, disposals and expansions; (c) changes in the Key Managerial Personnel; (d) unpublished patent applications, copyrightable materials, trade secrets, financial information; and (c) Pricing for product and service offerings, strategic business information, large deals

Explanation II: Without affecting the generality of the foregoing, where the value involved in an event exceeds 10% of the gross turnover, revenue or total income of the Company; or exceeds 20% of Networth of the Company; as per the last audited consolidated financial statements, any information relating to such an event, which is not generally available to the public shall be deemed to be Unpublished Price Sensitive Information.

- B. This Notice is given to the Receiving Party as he is or is intended to be, a recipient of Unpublished Price Sensitive Information and/or the Company reasonably believes that the Recipient has knowledge of any Unpublished Price Sensitive Information.
- C. The Company and the Receiving Party are being collectively referred to as the “Parties”.
- D. Expressions denoting context to one gender shall include other genders and expression denoting singular shall include reference to plural unless the context requires otherwise.

Notice is hereby given that:

PURPOSE. You understand that the Unpublished Price Sensitive Information may be shared with you and/or you may gain access to any Unpublished Price Sensitive Information, as the Parties intend to engage in confidential discussions with respect to certain transactions contemplated (the “Purpose”) in the course of business of the Company. In the course of



TRANSCHEM LIMITED

discussions, the Company or its affiliates, employees, officers, directors, or agents ("Representatives") may disclose ("Disclosing Party") Unpublished Price Sensitive Information.

2. PROTECTION AND USE.

- a) You acknowledge that the Unpublished Price Sensitive Information to be shared with you (including the Unpublished Price Sensitive Information coming to your knowledge during discussions on Purpose) is perceived by the Company to be disclosed to you strictly on a need to know basis and is in connection with the Purpose.
- b) You shall protect Unpublished Price Sensitive Information with the same care used for your own Unpublished Price Sensitive Information (and in no event less than a reasonable degree of care) and shall not use any Unpublished Price Sensitive Information except in connection with discussions and assessments related to the Purpose.
- c) You shall not share, transfer, disclose or otherwise provide access to any Unpublished Price Sensitive Information to any third party, unless Company has authorized you to do so in writing prior to such disclosure.
- d) You shall ensure that the Unpublished Price Sensitive Information shall be handled by you on a need to know basis and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties and legal obligations. Further, while sharing the Unpublished Price Sensitive Information in connection with the Purpose with other person you shall ensure that such person is aware of the duties and responsibilities as an Insider and the liability that attaches to misuse of such Unpublished Price Sensitive Information under the Transchem's Code of Conduct for Prevention of Insider Trading and the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- e) In the event of a requirement to disclose Unpublished Price Sensitive Information, pursuant to point (d) above, in connection with the Purpose, to persons other than the Employees of the Company and its subsidiaries, you shall ensure to provide a notice of confidentiality to such persons and shall ensure that they are covered by the Minimum Standards for Code of Conduct for Intermediaries and Fiduciaries prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- f) In the event of a requirement to disclose Unpublished Price Sensitive Information, pursuant to point (d) above, in connection with the Purpose, to the Employees of the Company and its subsidiaries, you shall ensure to provide a notice of confidentiality to such Employees and shall disclose to the Compliance officer of the Company forthwith, the name of the Employees with whom the Unpublished Price Sensitive Information has been disclosed and details of the Unpublished Price Sensitive Information disclosed.
- g) You shall be fully responsible and liable for the actions of your Representatives with respect to any Unpublished Price Sensitive Information.
- h) Please note that you are deemed to be Connected Person under the Transchem's Code of

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



TRANSCHEM LIMITED

Conduct for Prevention of Insider Trading from time you are aware of the Unpublished Price Sensitive Information and shall remain to be a Connected Person until expiry of 48 hours of such Unpublished Price Sensitive Information is made public or the time till the transaction loses its commercial relevance, whichever is earlier.

- i) You and your relatives shall not, directly or indirectly, trade or counsel to any other person to trade in the Company Securities until you are a Connected Person.
3. **EXCLUSIONS:** The Receiving Party's obligations are excused to the extent that the Unpublished Price Sensitive Information: (a) is or becomes generally publicly known through no fault or breach by Receiving Party; (b) is required to be disclosed by law, subject to section 4 (Compelled Disclosure) below.
4. **COMPELLED DISCLOSURE.** If Receiving Party is required by law to disclose any Unpublished Price Sensitive Information, Receiving Party shall (unless prohibited by law) provide Disclosing Party with written notice thereof so that Disclosing Party may seek a protective order or other appropriate remedy. Disclosing Party shall have the right to defend such action in lieu of and on behalf of Receiving Party. Receiving Party shall furnish only that portion of the Unpublished Price Sensitive Information that is necessary in order to comply with such legal obligation.
5. **COMPLIANCE WITH LAWS.** you agree to comply with all applicable laws with respect to any Unpublished Price Sensitive Information, including without limitation to SEBI (Prohibition of Insider Trading) Regulations, 2015.
6. **OWNERSHIP.** You understand that all Unpublished Price Sensitive Information is the exclusive property of Disclosing Party. Nothing herein shall be deemed or construed to grant to Receiving Party any rights, licenses, or permissions with respect to any Unpublished Price Sensitive Information.
7. **RETURN OR DESTRUCTION OF UNPUBLISHED PRICE SENSITIVE INFORMATION.** You agree that upon the Company's request, you shall return or securely destroy all copies of any Unpublished Price Sensitive Information, disclosed for the Purpose. You shall not retain any Unpublished Price Sensitive Information except (i) as required by applicable law, or (ii) as archived solely according to the Receiving Party's data recovery and security policies; in each case, provided that the confidentiality obligations of this Notice will continue to apply to such Unpublished Price Sensitive Information in perpetuity.
8. **NOTICES.** All notices, including leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information shall be given through secure e-mail to the following persons forthwith through upon your knowledge of leak or suspected leak of Unpublished Price Sensitive Information with all relevant facts which has come to your knowledge:

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021
Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



**TRANSCHEM
LIMITED**

Neeraja Karandikar
Company Secretary and Compliance Officer
Transchem Limited
111, Maker Chambers IV, 11th Floor,
Nariman Point, Mumbai, 400021.
Ph: 022-4334 7000 Fax: 022-4334 7002
Email: secretary@transchem.net

CIN: L66120MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021
Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net