

TECHNOPAINTS AND CHEMICALS LIMITED ("The Company")

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED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

(Effective from 30.08.2026 approved by Board of Director on 29.08.2026)

Technopaints and Chemicals Limited ("The Company") is committed to fair disclosure of information about the Company without advantage to any particular person(s). The Company will adhere to the following principles for fair disclosure of unpublished price sensitive information ("UPSI") relating to the Company and/ or its securities without diluting the provisions specified in SEBI (Prohibition of Insider Trading Regulations), 2015, ("**Insider Trading Regulations**"). (Effective from 30.08.2026 approved by Board of Director on 29.08.2026).

1. The Company shall promptly make disclosure about any UPSI that would impact discovery no sooner than credible and concrete information comes into being and as soon as the information or the decisions are validated by the Board of Directors of the Company to stock exchange and upload such information on the Company's official website in order to make such information generally available to investors and members of the Company.
2. The Company shall make uniform and universal dissemination of UPSI to avoid selective disclosure by disclosing the information to BSE, immediately, and simultaneously uploading the same on the Company's website.
3. In case of selective disclosure of UPSI inadvertently or otherwise, the Company shall make prompt dissemination of such UPSI to ensure that such information is generally available.
4. The Company shall ensure that information shared with analysts and research personnel is not UPSI.
5. The Company Secretary & Compliance Officer of the Company shall act as the Chief Investor Relations Officer of the Company under SEBI (Prohibition of Insider Trading) Regulations, 2015 to deal with dissemination of information and disclosure of UPSI.
6. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
7. The Company shall take reasonable steps to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences are generally available by uploading such transcripts and records available to the Company on the Company's official website to ensure official confirmation and documentation of disclosures made.



8. UPSI shall be handled on a “need-to-know” basis i.e. UPSI shall be disclosed only to those within the Company, who need the information to discharge their duty.

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

1. PREAMBLE

9. Xxx, the Company endeavors to preserve the confidentiality of UPSI and to prevent the misuse of such information. The Company is committed to transparency, fairness in dealing with all the stakeholders and in ensuring adherence to all laws and regulations in force.
 - 1.1. The Securities and Exchange Board of India is a body established under the Securities and Exchange Board of India Act, 1992, as amended (hereinafter referred to as “SEBI Act”) to regulate the securities market in India. Sections 12A (d) and (e) of the SEBI Act prohibits persons from directly or indirectly engaging in insider trading or dealing in securities while in possession of material or non-public information or communicating such material or non-public information to any person, in any manner which is in contravention of the SEBI Act or the regulations made thereunder.
 - 1.2. The Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015,(the “**Regulations**”), which replace the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended, make it mandatory for every public listed company to lay down a code of conduct for regulation, monitoring and reporting of insider trading by employees of the Company, including directors, and other “connected persons” (as defined in the Regulations), in relation to the securities of the Company (this “**Code**” or the “**Code**”).
 - 1.3. This Code is applicable to every Designated Employee of the Company (as defined below), their Immediate Relatives (as defined below) and other connected persons (as defined in the Regulations) (together referred to as “**Designated Persons**”), and each such Designated Person has a duty to safeguard the confidentiality of all information obtained, including during the course of his or her employment at the Company.
 - 1.4. Regulation 9A(5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, (hereinafter referred to as “Insider Trading Regulations”) mandates every company with listed securities to formulate a written policy and procedures for inquiry in case of Leak (defined below) of UPSI and initiate appropriate inquiries on becoming aware of such Leak. Accordingly, Company is required to formulate this policy (“**Policy**”). The policy has been approved by the Board of Directors vide its resolution dated 29th August, 2026.
 - 1.5. If any provision in this Policy is inconsistent with any provision of the Insider Trading Regulations, or any other applicable law, the latter shall prevail.

2. DEFINITIONS AND INTERPRETATIONS

Definitions

- 2.1. Terms used but not defined herein, shall unless the context requires otherwise have the meaning assigned to them below:

“Act” or “SEBI Act” means the Securities and Exchange Board of India Act, 1992.

“Board” or “Board of Directors” means the Board of Directors of the Company or any Committee thereof;

“Code” or “Code of Conduct” shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of the Company as amended from time to time.

“Company” means **Technopaints and Chemicals Limited**

“Compliance Officer” means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the Board of Directors of the Company and other requirements under the Regulations;

“Connected Person” as defined under Clause 2(1)(d) of the Insider Trading Regulations means:

- (i) 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.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
 - (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or

- (c) an intermediary as specified in Section 12 of the Act or an employee or direct or 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 recognised or authorised 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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

“Dealing in Securities” means subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities either as principal or agent;

“Designated Employee” means: (a) All directors of the Company; (b) All employees of the rank of General Manager and above of the Company; (c) All employees of the rank of Manager and above in the finance and accounts, legal and secretarial and internal audit function/department; and (d) any other employee of the Company designated by the Board of Directors in consultation with the Compliance Officer, from time to time;

“Director” means a member of the Board of Directors;

“Employee” means every employee of the Company including the Directors in the employment of the Company;

“Financial results” mean the quarterly, half yearly or annual financial statements of the Company;

“Generally Available Information” means information that is accessible to the public Compliance Officer a non-discriminatory basis;

“Immediate Relative” for the purpose of this Code means spouse of a Designated Employee, and includes parent, sibling and child of such Designated Employee or of the spouse, any of whom is either dependent financially on such Designated Employee or consults such Designated Employee in taking decisions relating to trade in Securities;

“Insider Trading” shall have the meaning set forth in the Companies Act, 2013; ***“Insider”*** means any person who is (a) a “Connected Person” or (b) any person in possession of or having access to UPSI;

“Key Managerial Person” means person as defined in Section 2(51) of the Companies Act, 2013;

“Listing Agreement” means the listing agreements entered into/to be entered into by the Company with the stock exchanges, as amended;

“Prohibited Period” means the period of time when the trading Window is close and as specified in clause 5;

“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.

“SEBI” means the Securities and Exchange Board of India;

“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;

“Takeover regulations” mean the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

“Trading” means Dealing in Securities of the Company;

“Specified Persons” means the Directors, Connected persons, the Insiders, the Designated Employees, Promoters and their immediate relatives collectively

“Trading Window” means the period of time when trading is allowed; and

“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, de-listings, disposals and expansion of business, award or termination of order / contracts not in the normal course of business and such other transactions;
- v. Changes in Key Managerial Personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;

- vi. change in rating(s), other than ESG rating(s);
- vii. fund raising proposed to be undertaken;
- viii. agreements, by whatever name called, which may impact the management or control of the company;
- ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- x. resolution plan / restructuring or one-time settlement in relation to loans / borrowings from banks / financial institutions;
- xi. admission of winding-up petition filed by any party / creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation / siphoning or diversion of funds and receipt of final forensic audit report;
- xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals

Words and expressions used and not defined in this Code but defined in the Regulations, Act, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or the Depositories Act, 1996 (22 of 1996) shall have the meanings respectively assigned to them in those legislations, as amended from time to time.

Interpretations

2.2. This Code shall be interpreted as follows:

2.2.1. terms that have not been defined in the Code shall have the meaning assigned to them in the Regulations;

- 2.2.2. this Code can be modified/amended/alterd only by the Board of Directors subject to the condition that such alteration shall not be inconsistent with the provisions of the Regulations;
- 2.2.3. reference to a statute or a statutory provisions includes to the extent applicable at any prevalent time: (a) that statute or statutory provision as from time to time consolidated, modified, re-enacted, replaced by any statute or statutory provision; and (b) any subordinate legislation or regulation made under the relevant statute or statutory provision;
- 2.2.4. Unless the context otherwise requires, all words (whether gender specific or gender neutral) shall be deemed to include each of the masculine, feminine and neuter genders and words importing the singular include the plural and vice-versa; and
- 2.2.5. Any reference to a person includes any individual, firm, corporation, partnership, company, trust, association, joint-venture, government or agency or political subdivision thereof or other entity of any kind, whether or not having separate legal personality. A reference to any person in this Code shall when the context permits include such person's executives, administrators, heirs, legal representatives and permitted successors and assigns.

3. COMPLIANCE OFFICER

- 3.1. The Company has designated the Company Secretary as the Compliance Officer. The Compliance Officer shall report to the Board of the Company and in particular, shall provide reports annually to the Chairman of the Board.
- 3.2. The Compliance Officer shall be responsible for, *inter alia*, the following;
 - 3.2.1. maintenance of records required under the Regulation including (i) the record of Designated Employees substantially in the format set out in **Annexure I** hereto and any changes made in the list of Designated Employees; and (ii) a record of declarations for a minimum period of five years;
 - 3.2.2. in consultation with the Chairman of the Company and as directed by the Board, the specification and announcement of a prohibited period;
 - 3.2.3. maintenance of record of Prohibited Periods specified from time to time; and
 - 3.2.4. The Compliance Officer shall maintain a record of the Designated Employees and any changes made in the list of Designated Employees.
 - 3.2.5. Setting forth policies, procedures, monitoring adherence to the rules for the preservation of UPSI, approval of the trading, plan pre-clearing of Designated

Persons, monitoring of trading and the implementation of this Code under the overall supervision of the Board.

4. UNPUBLISHED PRICE SENSITIVE INFORMATION

Preservation of UPSI

- 4.1. Designate Persons shall maintain the confidentiality of all UPSI and shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities.
- 4.2. All information is to be handled within the Company on a “need-to-know” basis and no UPSI should be communicated to any person except in furtherance of the Insider’s legitimate purposes, performance of duties or discharge of his legal obligations.

Limited access to confidential information

- 4.3. Files containing confidential information shall be kept secured. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted/destroyed after its use. No such related documents should be kept lying at any place accessible to other employees/persons.
- 4.4. If any Designated Person wants to cross the “Chinese Wall”, they shall seek permission from the Compliance Officer in writing stating the reasons/justification for doing so, which permission shall be obtained from the Board. The Compliance Officer shall require such Designated Person to produce an undertaking that the information will not be shared with any other person except as permitted and neither he nor the person with whom the information is shared or their Immediate Relatives shall trade in or induce others to trade in the Securities of the Company.

5. PROHIBITION OF INSIDER TRADING

Prohibition

- 5.1. No insider shall:
 - 5.1.1. Trade in Securities of the Company, either on their own behalf or on behalf of any other person when in possession of any UPSI; or
 - 5.1.2. Communicate, provide or allow access to any UPSI or Securities listed or proposed to be listed to any person including other insiders except where such communication is for legitimate purposes, performance of duties or discharge of legal obligations.

Trading plan

- 5.2. 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 and subject to the Regulations.

Trading Restrictions

- 5.3. Designated Persons shall not indulge in Trading during a Prohibited Period.
- 5.4. The following events shall trigger a prohibited period, the duration of which shall be in accordance with clause 5.5 below:
- 5.4.1. declaration of financial results;
 - 5.4.2. declaration of dividends, whether interim or final;
 - 5.4.3. issue of securities by way of public issue, rights issue or bonus issue;
 - 5.4.4. acquisition, amalgamation, merger, de-merger, take-over of companies/businesses, delisting, disposals or expansion of business, new projects or such other transactions in respect of the Company;
 - 5.4.5. buy-back and splitting of Securities or any other change in capital structure;
 - 5.4.6. changes in key managerial personnel;
 - 5.4.7. any change in policies, plans or operations of the Company;
 - 5.4.8. material events in accordance with the Listing Agreement.
- 5.5. The Prohibited Period shall begin on earlier of (i) seven days before the day on which the meeting of the Board of Directors is proposed to be held to consider the events set out in Clause 5.4; and (ii) the date of circulation of agenda papers pertaining to any of the events set out in Clause 5.4 above.

The Trading Window shall open 48 hours after the close of the board meeting at which decisions in respect of the above events is made public, whichever is later, or at a later date as may be determined by the Compliance Officer. The Company shall intimate the beginning of the Prohibited Period to all Designated Persons in the form annexed hereto as **Annexure II**.

- 5.6. Designated Persons shall undertake trading only when the trading window is open and shall not trade during the Prohibited Periods or all other periods when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI.

- 5.7. The Compliance Officer shall confidentially maintain a list of Securities as a “restricted list” which shall be used as a basis for approving or rejecting applications for preclearance of trades.
- 5.8. The Trading Window and Prohibited Period shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants, etc., assisting or advising the Company.
- 5.9. Options under an ESOP may be exercised during a Prohibited Period. However sale of Securities allotted on exercise of such options shall not be allowed during a Prohibited Period.

Pre-clearance or Pre-dealing of Trading

- 5.10. Designated Persons who intend to undertake Trading when the Trading Window is open, in exceeds 1000 shares in single trade and 3000 shares or more equity shares of Rs.10/- each of the Company in a single day, shall pre-clear the transactions as per pre-dealing procedure as described below. In case of change in face value of share of the Company in future, the limit for taking pre-clearance shall change accordingly. No Designated Person shall be entitled to apply for pre-clearance of any proposed trade if such Designated Person is in possession of Unpublished Price Sensitive Information even if the Trading Window is not closed.
- 5.11. An application for pre-clearance of Trading shall be made out to the Compliance Officer substantially in the form set out in **Annexure III-Part A**
- 5.12. The application shall incorporate, *inter alia*, the following clauses:
 - 5.12.1. the estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the Securities in such depository mode and such other details as may be required by the Compliance Officer;
 - 5.12.2. An undertaking (as per Annexure III-Part B) shall be executed in favour of the Compliance Officer and the Company, by such Designated Person which shall *inter alia* state that the applicant is not in possession of any UPSI.
- 5.13. The Compliance Officer shall on receiving an application for pre-clearance provide the relevant Designated Person with an acknowledgement on duplicate of the application.
- 5.14. If the application for pre-clearance has been duly completed in accordance with Annexure III and Annexure IV, the Compliance Officer shall grant approval, at his sole discretion, within (2) working days from the date of acknowledgement substantially in the form set out in **Annexure IV**.

- 5.15. The Compliance Officer shall retain copies of all applications and acknowledgements.

Other Restrictions

- 5.16. Within one week of the grant of pre-clearance approval under clause 5.14, the relevant Designated Person shall complete the proposed transaction in respect of which such approval was granted. If such transaction is not completed within the period of one week, the relevant Designated Person must seek a fresh pre-clearance in accordance with the Code.
- 5.17. The Designated Person shall make declarations of pre-clearance transactions substantially in the form set out in Annexure V. Even in cases where the transaction has not been undertaken, the same should be reported by the Designated Person in the above format together with reasons for non-execution of the trade. The Compliance Officer shall maintain a record of the reasons provided in relation to the non-execution of trades by Designated Persons who have secured pre-clearance.
- 5.18. Designated Persons who trade in any Securities of the Company shall not execute a contra trade during the next six months following the prior transaction. To the extent permitted under the Regulations, the Compliance Officer may, in his discretion, grant relaxations from this restriction for reasons to be recorded in writing provided that such relaxation does not violate the Regulations. In case a contra trade is executed inadvertently or otherwise in violation of such restriction the profit from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India for credit to the investor protection and education fund administered by it under the SEBI Act. In case of subscription for Securities in the primary market (IPO) and to the extent required under the Regulations, Designated Persons shall hold their investments for a minimum period of 30 days commencing from the allotment of the relevant Securities to such Designated Persons.
- 5.19. For the avoidance of doubt, equity shares allotted or granted to designated employees pursuant to an ESOP shall not be subject to the restrictions on holding securities prescribed herein.

6. DISCLOSURES

6.1 Initial Disclosure

Every promoter, key managerial personnel and director of the company and any other person for whom such persons takes trading decisions shall disclose his holding of securities of the company as on the date of these regulations taking effect within thirty days in Form A;

Every person on appointment as a key managerial personnel or a director of the company or Designated Employee or upon becoming a promoter shall

disclose his holding of securities of the company and any other person for whom such persons takes trading decisions 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.

6.2 Continual Disclosure

Every promoter, designated employee and director of company and any other person forwhom such persons takes trading decisions shall disclose to the company the numberof such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified by the Compliance Officer from time to time in Form C;

6.3 Disclosure by the Company to the Stock Exchange(s):

On becoming aware of actual or suspected leak of UPSI of the Company, the CIO shall ensure that the same shall be promptly intimated to the Stock Exchange(s) on which the securities of the Company are listed in the format as specified in this Policy.

6.4 Report of Actual or Suspected Leak of UPSI to SEBI

On becoming aware of actual or suspected leak of UPSI of the Company, the CIO or Compliance Officer shall ensure that a report on such actual or suspect leak of UPSI, preliminary inquiry thereon and results thereof shall be promptly informed to SEBI in the format as specified in this Policy.

7. PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI

- 7.1. **Source of information relating to Leak of UPSI** - The chairman of the Audit Committee may on becoming aware *suo moto*, or on becoming aware of any Leak or Suspected Leak of UPSI detected through the internal controls implemented by the Company, or on receipt of a written intimation of Leak or Suspected Leak of UPSI by a Suspect, an Insider, employee or Designated Person (including their Immediate Relative), or on being made aware by the Compliance Officer or by a whistle- blower in terms of the whistle blower policy of the Company or by an external source such as SEBI, the stock exchanges, the "Registrar and Share Transfer Agent", "Depository" ,"Regional Director", "Registrar of Companies", any other regulatory / statutory authority or any other department of Central or State Government, shall follow the below-mentioned procedure for inquiry and/ or investigation of the matter;
- 7.2. **Preliminary Inquiry** - The object of a preliminary inquiry is (a) fact-finding, (b) to ascertain the veracity of the allegations, (c) to collect necessary material in support of the allegations, and (d) thereafter, to decide whether there is justification to initiate further investigation/ inquiry. The chairman of the Audit Committee shall forthwith forward such intimation to the Chief Executive Officer ("CEO") and/ or Chief Financial Officer ("CFO"), to conduct a

preliminary inquiry headed by the Compliance Officer. The said inquiry shall be completed within 2 working days from the date of receipt of such intimation, and report thereof shall be circulated to the Chairman of the Audit Committee/ CEO/ CFO, and the Compliance Officer.

- 7.3. **Intimation of Leak or suspected Leak of UPSI** - If, in the opinion of the chairman of the Audit Committee/ CEO/ CFO, and Compliance Officer, the preliminary inquiry report warrants further investigation, the same shall be submitted to:

the Board of Directors of the Company; and

the Inquiry Committee for a detailed investigation.

The Compliance Officer shall simultaneously intimate the SEBI and/or the stock exchanges about such Leak or suspected Leak of UPSI.

- 7.4. **Inquiry Committee** : Inquiry Committee shall be constituted by the Board of Directors or by any Committee of the Board or of such person(s) as may be authorized by the Board or such Board Committee in this behalf, to be called as "Inquiry Committee" to perform such duties as may be prescribed by this Code or by any other applicable law for the time being in force. The Inquiry Committee shall consist of minimum 3 (three) Members which shall include Managing Director, Chief Financial Officer and Chief Investor Relation Officer and / or any other officer(s) of the Company as the Board of Directors or the Committee of the Board of Directors, may deem fit. The Board or committee of the Board may change/alter/re-constitute the Inquiry Committee as may be required from time to time.

If any member of the Inquiry Committee has a conflict of interest in any given case, then he/she should recuse himself/ herself and other members of the Inquiry Committee shall proceed with the inquiry in such member's absence.

- 7.5. **Investigation by Inquiry Committee**: Upon receipt of the report of the preliminary inquiry and all other supporting documents, the Inquiry Committee is required to initiate a detailed investigation. The said investigation shall be completed within 15 working days from the date of receipt of report of the preliminary inquiry. The Inquiry Committee's investigation report, including its recommendation of any disciplinary or other actions as may be necessary, shall be submitted to the Audit Committee, and a summary report shall be submitted to the Company's Board immediately, and also simultaneously to the SEBI.

- 7.6. **Powers of inquiry committee**: For purposes of conducting inquiry, the Inquiry Committee may:

i. call upon

- a) such Suspect to seek clarification(s) or information pertaining to the alleged Leak of UPSI or Suspected Leak;

- b) persons/ members of committees involved in generation of the original data for purpose of determination of key figures pertaining to financial figures;
 - c) persons involved in the consolidation of the figures for the financial results;
 - d) persons involved in the preparation of notes for the Board and presentations;
 - e) persons in charge/ involved in dissemination of the relevant information in the public domain; and
 - f) any market intermediaries, fiduciaries and any other person / entities who have/ may have had access to the UPSI allegedly, or suspected to be, leaked.
- ii. at its discretion, invite external investigators/ experts;
 - iii. take necessary actions (including sending the Suspect on leave, restricting physical access to the office premise, freezing access to systems, electronic devices, emails, etc.), during the pendency of the investigations, to ensure fair conduct of the proceedings;
 - iv. keep the identity of the Suspect confidential till the completion of inquiry, unless it is essential to disclose the name for the purpose of investigation;
 - v. notify the Suspect of the allegations at the outset of internal investigation and provide him an opportunity to represent his case and submit evidence; and
 - vi. do all such acts, deeds, matters and things as are necessary for the purpose of conduct of internal investigation.

7.7. Rights and Obligations of the Suspect

a. Rights and obligations of the Suspect

- i. The Suspect shall:
 - a) co-operate with the Inquiry Committee during the investigation process;
 - b) have the right to consult with a person or persons of his/ her choice, other than members of the Inquiry Committee; and
 - c) have the right to be informed of the outcome of the investigation.
- ii. The Suspect(s) shall not interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Suspects.
- iii. Unless there are compelling reasons not to do so, Suspects will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrongdoing against a Suspect shall be considered as maintainable unless there is evidence in support of the allegation.

b. Consequences of non-compliance with the policy

- i. On receipt of the report of the Inquiry Committee, the Compliance Officer shall forthwith forward such report to the Audit Committee.
- ii. In case of finding of any wrongdoing/ non-compliance with the Policy, any disciplinary action against the Suspect(s) may be taken within 15 working days from receipt of investigation report by the Audit Committee, in consultation with the Board of Directors or any other person authorised by the Board.
- iii. The disciplinary action may include wage freeze, suspension, recovery, clawback, confiscation of device(s), ineligibility for future participation in the Company's stock option plans, or termination, as may be decided by the Audit Committee or the Board of Directors or any other person authorised by the Board.
- iv. Penalty of up to INR 1,00,000 (which excludes fines that may be levied by SEBI, for violation of applicable laws/ regulations), may be levied by the Company at its discretion, for each violation of the Policy.
- v. Any disciplinary action by the Company does not preclude the SEBI or any other regulatory authority, or any court, from initiating action against such Suspect(s), in the event of violation of the Insider Trading Regulations, and/ or this Policy. In case it is observed that there has been a violation of this Policy, the Company shall promptly inform SEBI and/or the stock exchanges.

8. DOCUMENTATION AND REPORTING

The Inquiry Committee shall prepare a detailed written report of investigation of each instance of Leak or Suspected Leak of UPSI. The report shall include:

- i. Facts of the matter;
- ii. Findings of the investigation;
- iii. Disciplinary/ other action(s) to be taken against any person; and
- iv. Any corrective actions required to be taken.

The details of the inquiries made in these cases and results of such inquiries shall be informed to the Audit Committee and the Board of Directors of the Company. Further, the Company shall inform the SEBI promptly of such leaks, inquiries and results of such inquiries.

9. RECORDS OF DISCLOSURES RECEIVED BY THE COMPANY

- 9.1. The Compliance Officer shall maintain records of all declarations in the appropriate form made by the Designated Persons for a minimum period of five years. The Compliance Officer shall also maintain a record of the Designated Employees and any changes made in the list of the Designated Employees.

- 9.2. The Compliance Officer shall place before the Managing Director of the Company on a monthly basis, all the details of the dealing in the Securities by the Designated Persons of the Company together with the accompanying documents provided by the Designated Persons in accordance with this Code.

10. PENALTIES FOR CONTRAVENTION

- 10.1. Specified persons who violate the Code shall be subject to appropriate Disciplinary Action.
- 10.2. The Disciplinary Action taken by the Company shall not preclude SEBI from taking any action if a violation of this Code also results in a violation of the Regulations.

11. INFORMATION

Where there is a violation of the Regulations, the Compliance Officer or the Company shall immediately inform SEBI about such violation.

12. GENERAL

All Specified Persons are advised to review this Code and the Regulations carefully and acquaint themselves with all the provisions contained therein.

ANNEXURE I

REGISTER OF DESIGNATED EMPLOYEES

(To be maintained by the Compliance Officer)

<i>Employee No</i>	<i>Name of Employee</i>	<i>Grade</i>	<i>Department</i>	<i>Location</i>	<i>Name of Immediate Relative</i>	<i>Date joining</i>	<i>Date of Registration</i>	<i>Remarks</i>

ANNEXURE II

[FORM FOR INTIMATION OF COMMENCEMENT OF PROHIBITED PERIOD / CLOSURE OF TRADING WINDOW]

[Pursuant to Clause 4 of Schedule B read with Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, and the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons]

Date: [●]

Ref. No.: [●]

To,

All Designated Persons and their Immediate Relatives

Technopaints and Chemicals Limited (*the "Company"*)

Subject: Intimation of commencement of the Prohibited Period and closure of the Trading Window for dealing in securities of the Company

Dear Sir/Madam,

1. This is to inform you that, in terms of the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons adopted by the Company pursuant to Regulation 9 read with Schedule B of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended (*PIT Regulations*), the Trading Window for dealing in securities of the Company shall stand closed with effect from [●], on account of a meeting of the Board of Directors of the Company scheduled to be held on [●], inter alia, to consider and approve the following matter(s) which constitute unpublished price sensitive information (*UPSI*):
 - [●]
 - [●]
2. The Trading Window shall remain closed for all Designated Persons and their immediate relatives until the expiry of forty-eight (48) hours after the aforesaid Board Meeting at which the above decision(s) are made public, whichever is later, or until such later date as may be determined by the Compliance Officer, notice of which shall be intimated separately.
3. Accordingly, the period commencing from [date] and ending 48 hours after the aforesaid information is made public (the "*Prohibited Period*") shall be treated as a period during which Designated Persons and their immediate relatives are presumed to have access to *UPSI*.
4. During the Prohibited Period, no Designated Person or any of their immediate relatives shall, directly or indirectly, trade in the securities of the Company, whether on their own account or on behalf of any other person, including (without limitation) by way of purchase, sale, subscription, pledge/revocation of pledge, or any other dealing in securities, whether in the cash or derivative segment.

5. No Designated Person shall, during the Prohibited Period, communicate, provide or allow access to any UPSI relating to the Company to any person, including other employees, except where such communication is in furtherance of legitimate purposes, performance of duties, or discharge of legal obligations, and in accordance with the Company's Code of Conduct and Code of Fair Disclosure.
6. Designated Persons are advised not to counsel, procure or communicate, directly or indirectly, any UPSI to any third party, and to ensure that their immediate relatives and persons with whom they share a close relationship comply with the restrictions set out in this intimation and in the Code.
7. Any application for pre-clearance of trade pending as on the date of this intimation, and any trade for which approval has already been granted but not yet executed, shall stand deferred until the Trading Window re-opens. Designated Persons requiring clarity on any specific transaction may contact the Compliance Officer at the coordinates below.
8. Non-compliance with this intimation or with the Code shall be dealt with in accordance with the Company's Code of Conduct and may attract action under the PIT Regulations and the Securities and Exchange Board of India Act, 1992, including monetary penalty, in addition to such internal disciplinary action as the Company may deem fit.
9. This intimation is issued for compliance by all Designated Persons and their immediate relatives and should be retained for record.

For any clarification, please contact:

Compliance Officer	<i>Deevi Madhavi Latha</i>
Designation	<i>Company Secretary & Compliance Officer</i>
Email	<i>[email]</i>
Telephone	<i>[phone]</i>

Yours faithfully,

**For Technopaints and Chemicals Limited
(Formerly Fortune Paints Private Limited)**

Deevi Madhavi Latha
Compliance Officer

ANNEXURE III

UNDERTAKING-CUM-NON-DISCLOSURE DECLARATION FOR SHARING OF UNPUBLISHED PRICE SENSITIVE INFORMATION FOR LEGITIMATE PURPOSES

[Pursuant to Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Policy for Determination of Legitimate Purposes forming part of the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information]

PART A – PARTICULARS OF SHARING

Date of this Declaration	[●]
Name of recipient	[●]
Organisation / entity represented (if external)	[●] / Not Applicable
Designation / relationship with the Company	[●]
PAN (or, where PAN unavailable, other identification number)	[●]
Permanent address / registered address	[●]
Nature and description of UPSI proposed to be shared	[●]
Legitimate purpose for which UPSI is being shared (tick as applicable)	[●]
Expected/likely date on which the UPSI is anticipated to become generally available	[●]
Name and designation of internal approver (Compliance Officer / other authorised person)	[●]

PART B – UNDERTAKING BY THE RECIPIENT

I/We acknowledge that the information described in Part A above constitutes unpublished price sensitive information (“UPSI”) of [Company Name] (the “Company”) within the meaning of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (“PIT Regulations”), and that it is being shared with me/us solely for the legitimate purpose stated above. In consideration of the Company sharing such UPSI, I/we undertake and declare as follows:

1. I/We shall use the UPSI solely for the stated legitimate purpose and for no other purpose whatsoever.
2. I/We shall keep the UPSI strictly confidential and shall not disclose, part with, or provide access to the UPSI, in whole or in part, to any other person, except to those within my/our organisation who need to know the same strictly for the stated purpose and who are themselves bound by

equivalent confidentiality obligations.

3. I/We shall not, directly or indirectly, deal (whether on my/our own account or on behalf of any other person) in the securities of the Company, nor counsel, procure or communicate the UPSI to any other person to trade in such securities, while in possession of the UPSI and until it becomes generally available.
4. I/We shall treat the UPSI as confidential until it is made generally available by the Company, and shall promptly inform the Compliance Officer of the Company in the event the UPSI becomes generally available or if I/we become aware of any inadvertent or unauthorised disclosure or leakage of the UPSI.
5. I/We acknowledge that adequate confidentiality and data-protection measures shall be maintained in respect of the UPSI, including restricting access on a need-to-know basis and safeguarding the same against unauthorised access, copying or transmission.
6. I/We shall, upon completion of the stated purpose or upon request of the Company, at the Company's option, return or permanently destroy all documents, records, and other material (in any form) containing or reflecting the UPSI.
7. I/We acknowledge that particulars of this sharing of UPSI, including my/our name, PAN (or other identifier) and the nature of the UPSI shared, will be recorded by the Company in its structured digital database maintained under Regulation 3(5) of the PIT Regulations, with adequate internal controls and time-stamping to ensure non-tampering.
8. I/We understand that any breach of this undertaking may render me/us liable to action under the PIT Regulations and the Securities and Exchange Board of India Act, 1992, in addition to such civil, contractual, or other remedies as may be available to the Company under applicable law.

[Signature of Recipient]

Name: [●]

Place: [●]

Date: [●]

FOR COMPLIANCE OFFICER USE (STRUCTURED DIGITAL DATABASE ENTRY)

SDD entry made on (date/time-stamp)	[●]
SDD reference / entry number	[●]
Approving authority	[●]
Remarks, if any	[●]

ANNEXURE IV

FORMAT OF APPROVAL FOR PRE-CLEARANCE OF TRADE

[Pursuant to Clause 5.14 of the Code, read with the pre-clearance provisions of Schedule B to Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015]

Ref. No.: [●]

Date: [●]

To,

[Name of Person]

[Designation / Employee ID]

Subject: Grant of approval for pre-clearance of proposed trade in the securities of [Company Name]

Dear Sir/Madam,

With reference to your application for pre-clearance dated [●] submitted in the form set out in Annexure III, together with the declaration furnished by you in the form set out in Annexure IV, and acknowledged by this office on [●], it is confirmed that the application has been duly completed in accordance with the requirements of the Code. Approval for the proposed trade is hereby granted, at the sole discretion of the Compliance Officer, on the following terms:

Name of applicant (Designated Person)	[●]
PAN	[●]
Category of Designated Person	<i>[e.g., Promoter / KMP / Employee – Level ●]</i>
Nature of proposed transaction	<i>[Purchase / Sale / Subscription / Pledge / Revocation of Pledge / Other – specify]</i>
Type of security	<i>[Equity Shares / ●]</i>
Number of securities approved	[●]
Estimated value of proposed trade	₹ [●]
Date of acknowledgement of application	[●]
Date of this approval	[●]
Validity period for execution of trade	This approval is valid for execution of the above trade for a period of [●] trading day(s) from the date of this approval, i.e. up to and including [date] (which period shall in any event not exceed seven trading days from the date of approval). If the trade is not executed within this period, this approval shall automatically lapse and a fresh application for pre-clearance shall be required.
Conditions, if any	[●] / None

This approval is granted subject to, and does not dispense with, the following:



technopaints

1. The trading window must be open, and must remain open, on the date(s) on which the above trade is actually executed. If the trading window closes for any reason (including on account of any subsequent Board Meeting, event or other unpublished price sensitive information) before the trade is executed, this approval shall stand automatically suspended/revoked, and no trade shall be executed until the trading window re-opens and a fresh pre-clearance is obtained, if the validity period under this approval has by then lapsed.
2. You confirm and undertake that you continue not to be in possession of any unpublished price sensitive information relating to the Company as on the date(s) of execution of the trade, consistent with the declaration furnished in Annexure IV. Should you come into possession of any such information at any time before execution, you must not execute the trade and must inform the Compliance Officer immediately.
3. You shall not execute a contra trade (i.e., a trade opposite to the trade approved herein) for a period of six months from the date of execution of this trade, except as may be permitted under the Code and applicable law.
4. You shall report the details of the trade actually executed pursuant to this approval to the Compliance Officer within the time period, and in the form, prescribed under the Code, promptly upon execution.
5. This approval is personal to you and is granted solely on the basis of the particulars furnished in your application and declaration; it does not constitute a representation by the Company as to the merits of the proposed trade.

Yours faithfully,

**For Technopaints and Chemicals Limited
(Formerly Fortune Paints Private Limited)**

Deevi Madhavi Latha
Compliance Officer

Acknowledged receipt of the above approval:

<i>[Signature of Designated Person]</i>	<i>[Date]</i>
Name: [●]	

ANNEXURE V



DECLARATION OF PRE-CLEARANCE TRANSACTIONS

[Pursuant to Clause 5.17 of the Code, read with the pre-clearance and reporting provisions of Schedule B to Regulation 9, and Regulation 7(2), of the SEBI (Prohibition of Insider Trading) Regulations, 2015]

To be submitted by the Designated Person to the Compliance Officer within 2 (two) trading days of execution (or lapse) of a trade for which pre-clearance was obtained under Annexure V.

PART A – PARTICULARS OF PRE-CLEARANCE APPROVAL OBTAINED

Name of Designated Person	[●]
PAN	[●]
Designation / Category of Designated Person	[●]
Reference No. and date of pre-clearance approval (Annexure V)	[●]
Nature and quantity of transaction approved	[●]
Validity period of approval (last date for execution)	[●]

PART B – DETAILS OF TRADE EXECUTED / NOT EXECUTED

Was the approved trade executed?	☐ Executed in full ☐ Executed in part ☐ Not executed
If not executed / partially executed, reason	[●] / Not Applicable
Date(s) of execution	[●]
Name and type of security	[Equity Shares of [Company Name] / ●]
Nature of transaction	[Purchase / Sale / Subscription / Pledge / Revocation of Pledge / Other – specify]
Number of securities transacted	[●]
Price per security	₹ [●]
Total value of transaction	₹ [●]
Stock exchange and broker through which executed	[●]
Trading account / Demat (DP ID – Client ID) particulars	[●]
Mode of holding (own name / jointly with immediate relative, etc.)	[●]
Contract note / confirmation number and date (enclosed)	[●]

PART C – DECLARATION

I hereby declare and confirm that:

1. The particulars furnished in Part B above are true, complete and correct to the best of my knowledge.
2. The trade reported above (if executed) was executed strictly in accordance with, and within the value/quantity and validity period of, the pre-clearance approval referred to in Part A, and within the trading window applicable to Designated Persons.
3. I was not in possession of any unpublished price sensitive information relating to the Company at the time of execution of the above trade.
4. I have not entered, and undertake not to enter, into a contra trade (i.e., a trade opposite to the above transaction) for a period of six months from the date of execution of the above trade, except as may be permitted under the Code and applicable law.
5. I understand that any incorrect or incomplete declaration, or any failure to report as required, may attract action under the Code and under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

<i>[Signature of Designated Person]</i> Name: [●] Date: [●]	<i>[Signature – Received by]</i> Name: [●] Designation: Compliance Officer Date of receipt: [●]

PART D – FOR COMPLIANCE OFFICER USE ONLY

Verified against contract note broker confirmation	[Yes/No]
Executed within validity period of pre-clearance approval	[Yes/No]
Entered in trading records / structured digital database	[Yes – Ref. No. ●]
Remarks, if any	[●]

