AMINES & PLASTICIZERS LIMITED

DRAFT TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

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The terms and conditions of appointment of Independent Directors ("**ID's**") are subject to the extant provisions of the (i) applicable laws, including the Companies Act, 2013 ("**the Act**") and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (as amended from time to time) and (ii) Articles of Association of the Company.

The broad terms and conditions of the appointments as Independent Directors of the Company are reproduced hereunder:

1. TERMS OF APPOINTMENT:

a) Term of Appointment: Maximum two terms upto five consecutive years subject to shareholders approval at the general meetings by way of special resolution.

b) ID's are not liable to retire by rotation.

c) Appointment as an Independent Director is based, inter alia, on the declaration that he/she comply with the conditions of independence as mentioned in Section 149(6) of the Act read with relevant rules and Regulation 16(1) (b) of the Listing Regulations as amended from time to time, allocation of Director Identification Number (DIN) as per Section 153 of the Companies Act, 2013, and their names are registered in the databank as maintained by the Indian Institute of Corporate Affairs (IICA).

d) Re-appointment for the second term shall be based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Board and the Shareholders. Re-appointment would be considered by the Board, based on the outcome of the performance evaluation process and the continuity to meet independence criteria.

2. COMMITTEES:

The Board of Directors may appoint ID's on one or more Board Committees.

3. EXPECTATION OF BOARD:

As an Independent Director, he/she shall bring objectivity and independent view to the Board's discussions as also to the Company's strategy, performance, and risk management as well as high standards of financial probity and corporate governance. ID's are expected to attend Board and Board Committee meetings to which he/she may be appointed and Shareholders meetings. As a member of the Board, ID's along with the other directors will be collectively responsible for meeting the objectives of the Board.

4. ROLE, FUNCTIONS, DUTIES AND RESPONSIBILITIES:

ID's shall abide by the guidelines of professional conduct, role, function, and duties as an Independent Directors as provided in Schedule IV of the Companies Act, 2013, set out in **Annexure-II** enclosed herewith.

5. FIDUCIARY DUTIES:

i. ID's shall act in accordance with the Company's Articles of Association.
ii. ID's shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
iii. ID's shall discharge their duties with due and reasonable care, skill, and diligence.
iv. ID's shall not involve themselves in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
v. ID's shall not achieve or attempt to achieve any undue gain or advantage either to themselves or to their relatives, partners or associates.
vi. ID's shall not assign their office as Director and any assignments so made shall be void.

6. TIME COMMITMENT:

The ID's shall strive to devote such time as is prudent and necessary for the proper performance of their role, duties and responsibilities as an Independent Director.

7. REMUNERATION:

The ID's shall be entitled for remuneration as per the Nomination and Remuneration Policy of the Company as amended from time to time.

The details of this policy are available on the website of the Company and can be accessed at https://www.amines.com/pdf/policies/nomination-remuneration-policy.pdf

8. CODE OF CONDUCT:

During the tenure as an ID, they are required to comply with the Code of Conduct for Board of Directors, KMP's and Senior Management Personnel (**Annexure III**) and the Code of Conduct to Regulate, Monitor And Report Trading by Designated Persons and their Immediate Relatives (**Annexure IV**).

9. CONFIDENTIALITY AND ACCESS TO RECORDS:

a) Directors have a right to access the Company's documents and records, including financial records, as per the provisions of the Act; and
b) Any confidential information, which may come to their knowledge in the performance of their duties as a director of the Company must not be divulged, except so far as it may be necessary in connection with the proper performance of their duties to the Company.

10. TRAINING AND DEVELOPMENT/FAMILIARIZATION:

The Company may, if required, conduct formal training program for its ID's. The Company may, as may be required support Directors to continually update their skills and knowledge and improve their familiarity with the company and its business. The Company will fund/arrange for training on all matters which are common to the whole Board.

11. COOPERATION:

In the event of any claim or litigation against the Company, based upon any alleged conduct, act or omission on ID's part during their Term, they agree to render all reasonable assistance and cooperation to the Company and provide such information and documents as are necessary and reasonably requested by the Company or its counsel.

12. LIABILITY:

Independent Directors will be liable only in respect of such acts of omission or commission by the Company which had occurred with their knowledge, attributable through Board processes and with their consent or connivance or where they had not acted diligently.

13. EVALUATION PROCESS:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, adopted the Board Evaluation Policy ("**the Policy**") in compliance with the provisions under Regulation 19 and Schedule II of the Listing Regulations and the Companies Act, 2013. The Policy is based on the 'Guidance Note on Board Evaluation' issued by the SEBI vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated January 5, 2017.

The criteria for performance evaluation of the Independent Director include aspects like qualification and experience, competency, knowledge, fulfilment of functions, ability to function as team, initiative, availability and attendance, commitment, contribution, integrity, independence, independent view and judgement etc.

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board carries out a formal process of the annual performance evaluation of the Board, Committees and Individual Directors based on Board Evaluation Policy. The Board formally assesses its own performance with the aim of improving the effectiveness of the Board and the Committees. The performance is being evaluated on parameters such as performance of the board against the performance benchmarks set, overall value addition, participation in deliberations of the Board, qualifications, experience, special contribution, utility etc. A brief questionnaire was prepared covering various aspects, including the above areas of competencies.

The performance evaluation of ID's shall be done by the entire Board excluding the director being evaluated in terms of Schedule IV of the Companies Act, 2013 and Regulation 16(10) of the Listing Regulations.

14. DISCLOSURES AND MISCELLANEOUS:

During the tenure of their Directorship, as an Independent Director, they will have to submit a declaration at the beginning of every Financial Year under Section 149 (7) of the Act stating that they meet the criteria of Independence.

ID's will ensure that their names are registered in the databank as maintained by the Indian Institute of Corporate Affairs (IICA).

So long as they are an Independent Director of the Company, the number of companies in which they hold office as a Director or a Chairman or Committee Member will not exceed the limit stipulated under the Act and the Listing Regulations.

So long as they are an Independent Director of the Company, they will ensure that they do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.

During the tenure of their Directorship, as an Independent Director, they are required to disclose the change in Directorship under section 184 of the Companies Act, 2013. Further, on a quarterly basis, they are required to confirm mandatory board committee position(s) under regulation 27(2) of the Listing Regulations.

During the tenure of their Directorship, they are required to submit an annual Disclosure for every financial year ending 31st March:

i. Notice of disclosure of interest u/s 184 of Companies Act, 2013
ii. Form DIR- 8 and declaration under Section 164 of the Companies Act, 2013 confirming that you are not disqualified to act as Director of the Company
iii. Declaration on Compliance with Code of Conduct under Regulation 26 (3) of Listing Regulations
iv. Declaration on Committee positions
v. Annual Disclosure under the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and reporting of trading by insiders.

They will ensure compliance with other provisions of the Act and the Listing Regulations as applicable to them as an Independent Director.

15. CHANGES OF PERSONAL DETAILS:

During the term, they shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner of any change in address or other contact and personal details provided to the Company.

16. DISENGAGEMENT:

Independent Director may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is acknowledged by the Company or the date, if any, specified by them in the notice, whichever is later. However, their directorship on the Board of the Company shall cease in accordance with law. The Company may disengage Independent Directors prior to completion of Term (subject to compliance of relevant provisions of the Act) upon violation of any provision of the Code of Conduct as applicable

and/or upon the director failing to meet the criteria for independence as envisaged in Section 149(6) of the Act.

SPECIMEN LETTER OF APPOINTMENT OF INDEPENDENT DIRECTORS

XX.XX.XXXX

To,
Mr/Ms. XX
Address: XXX

Sub: Your appointment as a Non-Executive Independent Director to the Board of Directors ("**the Board**") of the Company.

Dear Mr/Ms. XX,

We are pleased to inform you that pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of Amines & Plasticizers Limited ("**the Company**"), the shareholders of the Company at their XX Annual General Meeting held on XX.XX.XXXX have approved your appointment as Non-Executive Independent Director of the Company for the X term of X consecutive years w.e.f. XX.XX.XXX to XX.XX.XXXX.

We are confident that the Board and the Company will benefit immensely from your rich experience and we look forward to a long-term successful association.

The terms and conditions of your appointment are given in separate Annexes below.

For Amines & Plasticizers Limited

Hemant Kumar Ruia
Chairman and Managing Director
DIN: 00029410

Encl:
Annexure I - Terms of Appointment
Annexure II - Roles, function, and duties as per Schedule IV of the Companies Act, 2013
Annexure III - Code of Conduct for Board of Directors, KMP's and Senior Management Personnel
Annexure IV - Code of Conduct to Regulate, Monitor And Report Trading by Designated Persons and their Immediate Relatives.

ANNEXURE I

1. **TERMS OF APPOINTMENT:**
   a) Term of Appointment: Maximum two terms upto five consecutive years subject to shareholders approval at the general meetings by way of special resolution.

   b) As an Independent Director, you will not be liable to retire by rotation.

   c) Your appointment as an Independent Director as above is based, inter alia, on your declaration that you comply with the conditions of independence as mentioned in Section 149(6) of the Act read with relevant rules, and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, allocation of Director Identification Number (DIN) as per Section 153 of the Companies Act, 2013, and your name is registered in the databank as maintained by the Indian Institute of Corporate Affairs (IICA).

   d) Re-appointment for the second term shall be based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Board and the Shareholders. Your re-appointment would be considered by the Board, based on the outcome of the performance evaluation process and your continuing to meet independence criteria.

2. **COMMITTEES:**
   The Board of Directors may appoint you on one or more Board Committees.

3. **EXPECTATION OF BOARD:**
   As an Independent Director, you shall bring objectivity and independent view to the Board's discussions as also to the Company's strategy, performance, and risk management as well as high standards of financial probity and corporate governance. You are expected to attend Board and Board Committee meetings to which you may be appointed and Shareholders meetings. As a member of the Board, you along with the other directors will be collectively responsible for meeting the objectives of the Board.

4. **ROLE, FUNCTIONS, DUTIES AND RESPONSIBILITIES:**
   You shall abide by the guidelines of professional conduct, role, function, and duties as an Independent Directors as provided in Schedule IV of the Companies Act, 2013, set out in **Annexure-II** enclosed herewith.

5. **FIDUCIARY DUTIES:**
   a) You shall act in accordance with the Company's Articles of Association.
   b) You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
   c) You shall discharge your duties with due and reasonable care, skill, and diligence.
   d) You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.

e) You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
f) You shall not assign your office as Director and any assignments so made shall be void.

6. CODE OF CONDUCT:

During your tenure as an Independent Director, you are required to comply with the Code of Conduct for Board of Directors, KMP's and Senior Management Personnel (**Annexure III**) and the Code of Conduct to Regulate, Monitor And Report Trading by Designated Persons and their Immediate Relatives (**Annexure IV**)

7. SITTING FEES AND COMMISSION:

You shall be paid sitting fees of Rs. 15,000/- (Rupees Fifteen Thousand Only) for attending each Board Meeting, Rs. 7,500/- (Rupees Seven Thousand Five Hundred Only) for Audit Committee Meeting and Rs. 5,000/- (Rupees Five Thousand Only) for other Committee meetings (as applicable) and reimbursement of expenses incurred for attending the meeting.

*Revised w.e.f. May 27, 2025.

8. DISCLOSURES AND MISCELLANEOUS:

a) During the tenure of your Directorship, as an Independent Director, you will have to submit a declaration at the beginning of every Financial Year under Section 149 (7) of the Companies Act, 2013 ("**the Act**") stating that you meet the criteria of Independence.

b) Your name is registered in the databank as maintained by the Indian Institute of Corporate Affairs (IICA).

c) So long as you are an Independent Director of the Company, the number of companies in which you hold office as a Director or a Chairman or Committee Member will not exceed the limit stipulated under the Act and the Listing Regulations.

d) So long as you are an Independent Director of the Company, you will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.

e) During the tenure of your Directorship, as an Independent Director, you are required to disclose the change in directorship under section 184 of the Companies Act, 2013. Further, on a quarterly basis, you are required to confirm mandatory board committee position(s) under regulation 27(2) of the Listing Regulations.

f) During the tenure of your Directorship, you are required to submit an annual Disclosure for every financial year ending 31st March:

   i. Notice of disclosure of interest u/s 184 of Companies Act, 2013
   ii. Form DIR- 8 and declaration under Section 164 of the Companies Act, 2013 confirming that you are not disqualified to act as Director of the Company
   iii. Declaration on Compliance with Code of Conduct under Regulation 26 (3) of Listing Regulations

iv. Declaration on Committee positions

v. Annual Disclosure under the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and reporting of trading by insiders.

g) You will ensure compliance with other provisions of the Act and the Listing Regulations as applicable to you as an Independent Director.

9. CONFIDENTIALITY AND ACCESS TO RECORDS:

c) Directors have a right of access the Company's documents and records, including financial records, as per the provisions of the Act; and

d) Any confidential information, which may come to your knowledge in the performance of your duties as a director of the Company must not be divulged, except so far as it may be necessary in connection with the proper performance of your duties to the Company.

ANNEXURE II

I. GUIDELINES OF PROFESSIONAL CONDUCT

An independent director shall :

1) uphold ethical standards of integrity and probity;
2) act objectively and constructively while exercising his duties;
3) exercise his responsibilities in a *bona fide* manner in the interest of the company;
4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7) refrain from any action that would lead to loss of his independence;
8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
9) assist the company in implementing the best corporate governance practices.

II. ROLE AND FUNCTIONS

The independent directors shall :

1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
2) bring an objective view in the evaluation of the performance of board and management;
3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5) safeguard the interests of all stakeholders, particularly the minority shareholders;
6) balance the conflicting interest of the stakeholders;
7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. DUTIES

The independent directors shall -

1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;

2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5) strive to attend the general meetings of the company;
6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7) keep themselves well informed about the company and the external environment in which it operates;
8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. MANNER OF APPOINTMENT

1) Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
4) The appointment of independent directors shall be formalised through a letter of appointment, which shall set out :
   a. the term of appointment;
   b. the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;

c. the fiduciary duties that come with such an appointment along with accompanying liabilities;
d. provision for Directors and Officers (D and O) insurance, if any;
e. the Code of Business Ethics that the company expects its directors and employees to follow;
f. the list of actions that a director should not do while functioning as such in the company; and
g. the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.

V. RE-APPOINTMENT

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. RESIGNATION OR REMOVAL

1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.
3) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. SEPARATE MEETINGS

1) The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
2) All the independent directors of the company shall strive to be present at such meeting;
3) The meeting shall :
   a) review the performance of non-independent directors and the Board as a whole;
   b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
   c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. EVALUATION MECHANISM

1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director

ANNEXURE III

CODE OF CONDUCT FOR BOARD OF DIRECTORS, KMP'S AND SENIOR MANAGEMENT PERSONNEL

1. PREAMBLE

This Code shall be applicable to all the Members of the Board including the Non-Executive Directors, KMPs and Senior Management Personnel (as may be decided from time to time) of Amines & Plasticizers Limited (herein after referred to as "the Company/APL").

2. OBJECTIVE OF THE CODE

All Key Personnel must act within the bounds of the authority conferred upon them and with a duty to take informed decisions and create policies in the best interests of the Company and its shareholders/stakeholders.

The Code is prepared considering that the Company has been entrusted by the various stakeholders in trust and the Board of Directors are the trustees of these stakeholders and owe a responsibility to ensure that the organization is managed in a manner that protects and further the interest of our stakeholders. Adoption of this Code will send a strong message regarding the importance of ethical behaviour at Amines and the protection of investors' interests. This Code is also formulated in accordance with the requirements of the Listing Agreements of the Stock Exchange, Mumbai as well as our own vision of good governance.

3. APPLICABILITY

This Code is applicable to the following persons:

A. Board of Directors.
B. Key Managerial Personnel
C. Senior Management Personnel.

Senior Management Personnel shall mean officers of the Company who are members of its core Management Team excluding Members of the Board and comprises all members of Management One Level below the Executive Directors, including all Functional Heads.

4. DEFINITIONS

i. **"Board"** means the Board of Directors of Amines & Plasticizers Ltd;

ii. **"Key Managerial Personnel"** in relation to a company, means—
   i. the Chief Executive Officer or the managing director or the manager;
   ii. the company secretary;
   iii. the whole-time director;
   iv. the Chief Financial Officer
   v. such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board; and
   vi. such other officer as may be prescribed;

iii. **"Senior Management"** shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

5. INTERPRETATION

Words and expressions used and not defined in this Code of Conduct shall have the meaning as prescribed to them in the Listing Regulations as amended and the Companies Act and rules and regulations made thereunder.

6. GUIDELINES OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

1) HONESTY & INTEGRITY

All Key Personnel shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. They shall act in good faith, responsibly with due care, competence and diligence, without allowing their independent judgment to be subordinated. They shall act in the best interests of the Company and fulfill their fiduciary obligations.

2) PARTICIPATION

All Directors shall demonstrate their commitment to the Company by participating in Board and Committee Meetings through high levels of attendance. They shall prepare themselves for all meetings and shall make positive contributions to the discussion and the decision-making process.

3) CONFLICT OF INTEREST

The term "Conflict of Interest" pertains to situations in which personal, financial or other consideration(s) may compromise, or have the appearance of compromising the professional judgement of Directors/ Management personnel. A Conflict of Interest exists where the interests or benefits of Directors/ Management Personnel or of people or entities related to them conflicts with the interests or benefits of the Company.

a) All Key Personnel shall endeavour to avoid having his or her private interests therefore, or appear to interfere, with the interests of the Company or his or her ability to perform his or her duties and responsibilities objectively and effectively.
b) All Key Personnel shall avoid receiving, or permitting members of their immediate family to receive, improper personal benefits from the Company, including loans from or guarantees or obligations by the Company.
c) All Key Personnel shall make full disclosure to the entire Board of any transaction or relationship that the Key Personnel reasonably expects could give rise to an actual or apparent conflict of interests with the Company and seek the Board's authorization to pursue such transaction or relationship.
d) All Key Personnel are expected to avoid situation in which his/her personal interest could conflict with the interest of the Company. In the event, when any

such conflict of interest arises in the course of the business, the same may be reported to the Board for their approval.

4) CORPORATE OPPORTUNITIES

a) In carrying out their duties and responsibilities all Key Personnel shall avoid making use of corporate opportunities for themselves that are discovered through the use of their position as Key Personnel for personal gain or competing with the Company.

b) If the Key Personnel reasonably believes that a contemplated transaction might be a corporate opportunity or a competitive transaction, the Key Personnel shall make full disclosure to the entire Board and seek its authorization to pursue such transaction.

5) COMPLIANCE

All Key Personnel are required to comply with all applicable Laws, Rules and Regulations, both in letter and in spirit. The Company and all its directors including the Independent Directors shall comply all requirements under section 149 and all other applicable provisions of the Companies Act, 2013 and abide by the Code for Independent Directors under Schedule IV which is enclosed as **Appendix I.**

In order to assist the Company in promoting lawful and ethical behaviour, all Key Personnel must report any possible violation of laws, rules, regulations or the code of conduct to the Board of Directors through the Company Secretary.

6) OTHER DIRECTORSHIPS

All Directors, KMPs must disclose their Directorship, Committee membership on the Board of other Companies and substantial shareholding in other Companies to the Board on an annual basis and any changes therein.

7) CONFIDENTIALITY OF INFORMATION

Any information concerning the Company's business, its customers, suppliers, etc., which is not in the public domain and to which the Key Personnel have access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required under any law. No Key Personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized. (The Chairman & Managing Director does not require specific authority.)

8) MUTUAL RESPECT

All Key Personnel shall express their opinions, unencumbered, yet always with the goals of flexibility and compromise whenever achievable by remaining open to different viewpoints.

All Key Personnel shall work with and respect the opinions of their peers and leave personal prejudices out of all Board and Committee discussions.

9) INSIDER TRADING

Using non-public information to trade in securities, or providing a family member, friend or any other person with a 'tip' or any inside information, is illegal. All non-public information should be considered inside information and should never be

used for personal gain. Therefore, all Key Personnel shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitutes insider information.

10) GIFT, DONATIONS AND HOSPITALITY

No Key Personnel of the Company shall receive or offer, directly or indirectly any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favors or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board.

11) BRIBERY AND CORRUPTION

Our employees and those representing us, including agents and intermediaries, shall not, directly or indirectly, offer or receive any illegal or improper payments or comparable benefits that are intended or perceived to obtain undue favours.

12) PROTECTION AND PROPER USE OF COMPANY'S ASSETS

A. PHYSICAL ASSETS

For smooth functioning of your daily business activities, you have been provided with various assets owned by the Company. You are responsible for protecting the assets against theft, misuse or destruction. You are responsible to ensure its efficient use and restrain from using the Company's asset for personal gain.

B. PHYSICAL ACCESS CONTROLS

Company have developed procedures governing physical access control and we are responsible to strictly comply with the security policies and protocol of the location of work.

C. COMPANY'S INTELLECTUAL PROPERTY RIGHTS

The intellectual property (IP) of the Company must be protected as a vital business asset. Our IP portfolio includes copyrights, patents, trademarks, trade secrets, design rights, logos, brands and know-how. It is important to ensure that to the extent permitted by law, the rights to all IP created using the Company's time and expense that which are within the scope of our duties are assigned to and are the property of the Company. We should promptly disclose any works, inventions or developments we create to obtain legal protection over them.

13) DISCLOSURE OF INTEREST

Any Director having financial or other interest by himself or through his relatives in any party contracting with the Company including vendors and customers, or in an organization which is in competition with the Company shall make such interest know to the Board at the first opportunity and shall abstain from any discussion or decision-making on matters related to the Company and to such contracts or to the competitor.

The Director shall make a general disclosure of interest every year in the Form MBP-1 prescribed under Section 184 of the Companies Act, 2013, with the changes, if any notified to the Board from time to time.

The Director shall disclose his investments in the Company and in its holding company or subsidiary, if any, and changes therein, if any, from time to time.

14) RECORD DISCLOSURES AND AUDIT

The integrity of our financial transactions and records is critical to the operation of our business. Our shareholders' trust is based on their confidence in the accurate recording of our financial transactions. Additionally, as we have a listed company in the group, we are bound by certain standards for accurate financial reporting and we are required to have appropriate internal controls and procedures. If you have responsibility for or any involvement in financial reporting or accounting, you should have an appropriate understanding of and you should seek in good faith to adhere to relevant accounting and financial reporting principles, standards, laws, rules and regulations and the company's financial and accounting policies, controls and procedures.

If you are a Manager / Senior Official, you should ensure that the internal controls and procedures in your business area are in place, understood and followed.

15) ENSURE ACCURATE PUBLIC DISCLOSURES

We are committed to provide full, fair, accurate, timely and clear disclosures in reports and documents that we file with or submit to our regulators and in our other public communications. To enable this, we must ensure that we comply with our disclosure controls and procedures, and our internal control over financial reporting.

16) INTERACTING WITH REGULATORS

We must fully and truthfully cooperate with any examination or request for information from a regulator or law enforcement agency. Any contact with law enforcement agencies or regulators must be coordinated through the Legal Department.

17) TRADING IN COMPANY SHARES

Amines & Plasticizers Ltd is a publicly listed company. This means that the securities (which includes Shares) of Amines & Plasticizers Ltd may be traded by the public. The price of our securities may fluctuate based on publicly available information about the Company's activities.

Unpublished Price Sensitive Information ("UPSI, also known as material non-public information") is information about a company that (i) is not in the public domain, and (ii) that an investor would find useful to decide whether to trade in the Company's securities. This could include information about financial results, dividends, change in capital structure, mergers, de-mergers, acquisition, delisting, disposal and expansion of business or changes in key managerial personnel. The list of UPSI is not exhaustive. If someone is aware of any UPSI of the Company and uses such information to buy or sell the Company's securities before such information is made public, they may be subject to penalties under insider trading laws. Insider Trading is prohibited by both Law as well as by the Company's policy.

Employees of the Company and their 'immediate family' shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the Company, which is not in the public domain and thus

constitute insider information. Insider Trading invokes severe penalties under the insider trading laws.

18) REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOUR (WHISTLE BLOWER MECHANISM)

The Company shall promote ethical behaviour in all its business activities. Employees are free to report existing/probable violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management. If the employees have reason to believe that the Senior Management Personnel are involved in unethical conduct, they should report these facts to the Audit Committee of the Company's Board of Directors. Such reports received from any employee will be reviewed by the Board from time to time. All Key Personnel shall not attempt to suppress/conceal any such view or reporting. The confidentiality of those reporting violations shall be protected and they shall not be subjected to any discriminatory practices.

19) CORPORATE CITIZENSHIP

The Company is committed to be a good corporate citizen, not only in compliance with all relevant laws and regulations, but also by actively assisting in the improvement of the quality of life of the people in the communities in which it operates, with the objective of making them self-reliant.

20) VIOLATION OF CODE

The matters covered in this Code are of the utmost importance to the Company, its stockholders and its business partners, and are essential to the Company's ability to conduct its business in accordance with its stated values.

It is ethical responsibility of Board of Directors and Senior Management Personnel to abide by and enforce this Code. The Board of Directors shall take disciplinary action against any Director or Senior Management Personnel who is found guilty under the Code.

21) AMENDMENTS, MODIFICATION & WAIVERS

This Code may be amended, modified, or varied by the Board, subject to appropriate applicable provisions of law, rules, regulations and guidelines.

As a general policy, the Board will not grant waivers to this Code. However, in extraordinary situations and for reasons to be recorded in writing, the Board may waive or grant exemption from any one or more of the provisions of this Code

22) PERIODIC REVIEW

Once every year or upon revision of this code, every Key Personnel must acknowledge and execute an understanding of the Code and an affirmation that he/she has complied with the Code. New Key Personnel will sign such a deed at the time of joining.

ACKNOWLEDGEMENT FORM
CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

To,
The Compliance Officer,
Amines & Plasticizers Limited

I, being a member of the Board of Directors/Senior Management of Amines & Plasticizers Limited, hereby acknowledge that I have received and read the Code of Conduct. I understand and agree that it is my responsibility to promote the application of this Code.

I, further, understand that if I have any questions concerning the meaning or application of the Code, I can consult the Compliance Officer knowing that my questions or reports to these sources will be maintained in confidence.

(Signature)

(Name)

(Designation)

(Date)

Please sign this form and return to the Compliance Officer.

ANNUAL COMPLIANCE REPORT
CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

To,
The Compliance Officer,
Amines & Plasticizers Limited

I _____ do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Code Of Conduct For Board Members / Senior Management Personnel during the financial year ending March 31, 202__.

(Signature)

(Name)

(Designation)

(Date)

Please sign this form and return to the Compliance Officer

IX. GUIDELINES OF PROFESSIONAL CONDUCT

An independent director shall :

1) uphold ethical standards of integrity and probity;
2) act objectively and constructively while exercising his duties;
3) exercise his responsibilities in a *bona fide* manner in the interest of the company;
4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7) refrain from any action that would lead to loss of his independence;
8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
9) assist the company in implementing the best corporate governance practices.

X. ROLE AND FUNCTIONS

The independent directors shall :

1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
2) bring an objective view in the evaluation of the performance of board and management;
3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5) safeguard the interests of all stakeholders, particularly the minority shareholders;
6) balance the conflicting interest of the stakeholders;
7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

XI. DUTIES

The independent directors shall -

1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;

3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5) strive to attend the general meetings of the company;
6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7) keep themselves well informed about the company and the external environment in which it operates;
8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

XII. MANNER OF APPOINTMENT

1) Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
4) The appointment of independent directors shall be formalised through a letter of appointment, which shall set out :
   h. the term of appointment;
   i. the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
   j. the fiduciary duties that come with such an appointment along with accompanying liabilities;
   k. provision for Directors and Officers (D and O) insurance, if any;

l. the Code of Business Ethics that the company expects its directors and employees to follow;
m. the list of actions that a director should not do while functioning as such in the company; and
n. the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.

XIII. RE-APPOINTMENT

The re-appointment of independent director shall be on the basis of report of performance evaluation.

XIV. RESIGNATION OR REMOVAL

1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.
3) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

XV. SEPARATE MEETINGS

1) The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
2) All the independent directors of the company shall strive to be present at such meeting;
3) The meeting shall :
   a) review the performance of non-independent directors and the Board as a whole;
   b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
   c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

XVI. EVALUATION MECHANISM

1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

ANNEXURE IV

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES

1. PREAMBLE

This Code of Conduct on regulating, monitoring and reporting the trades in the shares of the Company has been formulated in accordance with the provisions of SEBI (Prohibition of Insider Trading), Regulations, 2015 as amended from time to time ('PIT Regulations').

The Board of Directors of Amines & Plasticizers Limited ('the Company/APL') has approved this Code.

2. DEFINITIONS

i. The terms defined herein after would have the same meaning as specified under Regulation 2 of PIT Regulations.

ii. The Company Secretary of the Company shall be designated as a Compliance Officer for the purpose of reporting to the Board of Directors.

iii. **"Designated Persons"** means:

(i) Directors of the Company;
(ii) All employees in the grade of General Managers and above;
(iii) All employees in the finance, accounts, secretarial and legal department at the Head Office of the Company;
(iv) Promoters of the Company;
(v) Employees upto two levels below of Chief Executive Officer / Managing Director of the Company irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
(vi) Any support staff, such as IT staff or secretarial staff who have access to unpublished price sensitive information;
(vii) Employees of the Holding/ Group Company who have access to unpublished price sensitive information;
(viii) Any other employee as may be designated by the Board of Directors/ Managing Director/ Compliance Officer of the Company on the basis of their functional role from time to time.

iv. [1]**"Connected person"** means:

i. any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such a 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) relative of connected persons specified in clause (i); or
b) a holding company or associate company or subsidiary company; or
c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
d) an investment company, trustee company, asset management company or an employee or director thereof; or
e) an official of a stock exchange or of clearing house or corporation; or
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 authorized by the Board; or
i) a banker of the company; or
j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than ten per cent. of the holding or interest;
k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d).

v. **“Unpublished price sensitive information"** means:

any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily 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.

vi. **"generally available information" means**

information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media

vii. **“immediate relative”** means

a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.

viii. [2]**"relative" shall mean the following:**

(i) spouse of the person;
(ii) parent of the person and parent of its spouse;
(iii) sibling of the person and sibling of its spouse;
(iv) child of the person and child of its spouse;
(v) spouse of the person listed at sub-clause (iii); and
(vi) spouse of the person listed at sub-clause (iv)

2 Updated w.e.f. 04th December, 2024

Other terms not specifically defined here shall have the same meaning as assigned under the Insider Trading Regulations.

3. APPLICABILITY AND SCOPE

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

4. RESPONSIBILITY OF THE COMPLIANCE OFFICER

a) The Compliance Officer shall be responsible for the compliance of policies, procedures, maintenance of records / list of the Designated Persons and their relatives, monitoring adherence to the rules for preservation of Unpublished Price Sensitive Information, monitoring the trades and the implementation of the codes specified in the PIT Regulations under the overall supervision of the Board of Directors.
b) He shall be responsible for providing the necessary guidance to the Designated Persons on any clarifications sought by them.
c) He shall present to the Board of Directors and the Audit Committee, the reports on trading, if any, in the shares of the Company by the Designated Persons and their relatives based on the pre-clearance of the trade granted.
d) He shall be responsible for maintaining the Structured Digital Database as required under the Insider Trading Regulations.

5. GENERAL RESTRICTIONS

a) Designated Person (including his/her Immediate Relatives) shall maintain the confidentiality of Unpublished Price Sensitive Information (UPSI) and should not trade in the Securities of the Company at any time while in possession of or having access to UPSI.
b) The UPSI shall be shared by the Designated Persons only for legitimate purposes as per the Company's Policy on sharing of the UPSI for legitimate purposes
c) The UPSI shall be communicated under the exceptional circumstances as mentioned under Regulation 3 (3) of the Insider Trading Regulations viz., obligation to make an

open offer under Takeover Regulation and the case where the board of directors of the listed company is of informed opinion that sharing of such information is in the best interests of the company.

6. TRADING RESTRICTIONS

a) The Compliance Officer shall decide the date of closure of the window in trading in the shares of the Company and shall be responsible for disseminating this information to the Designated Persons and the external agencies viz., auditors, RTA, Banks, advisors, legal consultants etc. who are privy to the UPSI through email or such other permitted mode.
b) The trading window shall be closed from the end of the quarter till 48 hours after the financial results (audited / unaudited) are made generally available to the public.
c) The intimation about the trading window closure should also be given to the Stock Exchange where the shares of the Company are listed by the Compliance Officer.
d) The Designated Persons and their relatives shall not trade in the shares of the Company when the trading window is closed and shall also not trade even when the trading window is open if such persons are in possession of UPSI.

7. TRADING WINDOW

Designated persons and their immediate relatives may execute trades subject to compliance with the Code and Regulations. Towards this end, a notional trading window shall be used as an instrument for monitoring trading by the designated persons. The trading window /period is a period which will be specified for trading in the securities of the Company. The trading window shall be closed when the Compliance Officer determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

Trading window shall remain mandatorily closed from the end of every quarter i.e. 1st April, 1st July, 1st October, 1st January every year till 48 hours after the declaration of financial results for the respective quarter/year.
The gap between clearance of accounts by Audit Committee and Board Meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty- eight hours after the information becomes generally available.

8. PRE-CLEARANCE OF TRADES

a) When the trading window is open, trading by designated persons and their immediate relatives shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trade(s) is above minimum threshold limit of Rs. 10,00,000/- (Rupees Ten Lakh) in any calendar quarter.
b) The Designated persons shall be required to submit application for pre-clearance along with Undertaking in the format specified in **Annexure I.**
c) While calculating the Threshold Limit, the cumulative value of the Securities of the Company Traded, whether in one transaction or series of transactions, during a

calendar quarter by the Designated Person and his /her Immediate Relatives shall be taken into account.

d) All Designated Persons including their Immediate Relatives intending to Trade in the Securities of the Company up to the Threshold Limit fixed as aforesaid may do so without any clearance from the Compliance Officer.

e) Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

f) The Compliance Officer shall convey the approval for the trade in writing after verifying the details and the genuineness of the request. The format of the approval letter is enclosed as **Annexure II**

g) The pre-cleared trade shall be executed within 7 trading days after the pre-clearance has been granted after which pre-clearance will lapse. Thereafter, a fresh pre-clearance will be needed for the Trades to be executed.

h) Where a Trade is not executed after obtaining pre-clearance from the Compliance Officer, the concerned person shall intimate the same to the Compliance Officer within 2 (two) Trading Days after the expiry of 7 (seven) Trading Days from the date of pre-clearance by the Compliance Officer.

i) In case the Compliance Officer or his/her Immediate Relatives intend to Trade in the Securities of the Company, he/she shall obtain pre-clearance for the same from the Chairman & Managing Director of the Company, as per the pre-clearance procedure under this Code.

9. CONTRA TRADE

a. The Designated Persons and / or their immediate relatives shall not enter into a contra trade within 6 months from the earlier transactions (buy / sell). However, such restriction shall not be applicable for trades pursuant to exercise of ESOPs.

b. The Compliance Officer may grant relaxation from strict application of such restriction on an application made in this behalf by the concerned Designated Person and after recording in writing the reasons in this regard; provided that such relaxation does not violate the Regulations.

c. In case a contra trade is executed, inadvertently or otherwise, in violation of the aforesaid restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act.

10. TRADING PLAN

A Designated Person 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. Such trading plan shall:

i. not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;

ii. not entail overlap of any period for which another trading plan is already in existence;

iii. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which

such trades shall be effected, price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade; and

iv. not entail trading in securities for market abuse.

The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Code or the Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor implementation of the trading plan. Upon approval of a trading plan, the Compliance Officer shall notify the trading plan to the Stock Exchange.

The trading plan once approved shall be irrevocable and shall be mandatorily implemented. Provided that the implementation of the trading plan shall not be commenced if any UPSI in possession of the Designated Person and/ or Immediate Relatives at the time of formulation of the plan has not become generally available information at the time of commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information, in compliance with the Regulations.

11. DISCLOSURES AND REPORTING REQUIREMENTS

a. INITIAL DISCLOSURE

i. Every person on appointment as Key Managerial Personnel or a Director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter, as per **Form B** set out in **Annexure III**

b. CONTINUAL DISCLOSURE

i. Every promoter, member of the promoter group, designated person and director of every company shall disclose to the company in **Form C** which is enclosed as **Annexure IV or such other** format as may be prescribed by SEBI from time to time, the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified.

ii. Every company shall notify the particulars of such trading to the Stock Exchange within two trading days of receipt of the disclosure or from becoming aware of such information in **Form D** which is enclosed as **Annexure V** or such other format as may be prescribed by SEBI from time to time.

iii. Every Designated Person shall be required to disclose such details including his PAN as well as the names of educational institutions from which designated persons have graduated and names of their past employers on a one-time basis in the format prescribed in **Annexure VI.**

iv. Every Designated Person shall be required to disclose names and PAN of the following persons on an annual basis in the format prescribed in **Annexure VII**:
   - Immediate relatives
   - Persons with whom such designated person shares a material financial relationship

- Phone, mobile number and cell numbers which are used by them

c. REPORTING BY COMPLIANCE OFFICER:

i. The Compliance Officer shall report to the Board of Directors of the Company and shall provide report to the Board on a quarterly basis in respect of Trading in excess of threshold limits in the Securities of the Company by the Designated Persons and their Immediate Relatives, the trading plans and pre-clearance applications approved and rejected by the Compliance Officer.

ii. The Compliance Officer shall also provide report to the Audit Committee/ Chairperson of Audit Committee of the Company and to the Board once in a year about the compliance with the provisions of this code and regulations.

12. PRESERVATION OF UPSI AND RESPONSIBILITIES OF DESIGNATED PERSONS

All Designated Persons and their Immediate Relatives shall maintain strict confidentiality with respect to all Unpublished Price Sensitive Information. To this end, no Designated Person shall:

i. pass on Unpublished Price Sensitive Information to any person; or
ii. disclose Unpublished Price Sensitive Information to their Immediate Relatives and any other person; or
iii. discuss Unpublished Price Sensitive Information in public places where others might overhear; or
iv. disclose Unpublished Price Sensitive Information to any other Designated Person or any other person who does not need to know the information to do his or her job; or
v. give others the perception that he/she is trading on the basis of Unpublished Price Sensitive Information.
vi. The Designated Persons shall be responsible for keeping their immediate relatives updated about their responsibilities under the Code.

13. INFORMATION ON A NEED TO KNOW BASIS & CHINESE WALL PROCEDURES

All information shall be handled within the organization on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. It is clarified that the term 'legitimate purpose', shall have the same meaning as provided under the Company's policy on 'Code of Fair Practices & Disclosure'. The UPSI must be kept confidential at all times. While communicating or allowing access to the Unpublished Price Sensitive Information, the Designated Person(s) is required to give due notice to such person(s) with whom the Unpublished Price Sensitive Information is shared, to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Regulations and the Code.

No person shall procure from or cause the communication by any insider of UPSI, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Legitimate purposes are defined in the Code of Practices and Procedures for Fair Disclosure of UPSI.

No designated person or his/her immediate relatives shall trade or deal in equity shares of the Company when in possession of unpublished price sensitive information unless made in accordance with the Trading Plan.

The Designated Persons shall not advise any person to trade in the Securities while being in possession, control or knowledge of Unpublished Price Sensitive Information. For avoidance of any doubt it is clarified that "advice" shall mean to include recommendations, communications or counseling.

Norms for appropriate Chinese Walls procedures & processes will be as under:

i. To prevent the misuse of UPSI, the Company shall separate those areas of the Company which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/ marketing or other departments providing support services, considered "public areas".
ii. The employees in the inside area shall not communicate any UPSI to any one in public area.
iii. The employees in inside area may be physically segregated from employees in public area.
iv. Demarcation of the various departments as inside area may be implemented by the Company.
v. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.
vi. Files containing UPSI shall be kept secured with restricted access and computer files containing UPSI should be protected with the help of login, passwords, etc.

14. VIOLATION OF THE CODE

a. In the event of violation of the Code of Conduct by Insiders, the Company will penalize such an Insider and appropriate action will be taken against such persons by the Company after giving reasonable opportunity of being heard in the matter. Such persons shall be subjected to disciplinary actions, including wage freeze, suspension, recovery, etc. Any amount collected under this clause shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the Board under the Act.

b. The violation, if any, shall also be informed by the Company to the Stock Exchange promptly, in such form and such manner as may be specified by the SEBI from time to time.

15. AMENDMENTS

This Code is subject to review from time to time. The amendments in regulations shall be applicable to the designated persons and their immediate relatives once the amendments are effective irrespective of whether those changes are carried out in the code subsequently. The Audit Committee and Board shall have power to carry out major amendments in the Code. In case of any inconsistency between the provisions of the Code and the regulations, the regulations shall prevail. The Company Secretary is authorized to carry out necessary changes as required as per the Statutory amendments and then such amendments shall be notified to the Board at their next immediate Board meeting.

ANNEXURE I

APPLICATION AND UNDERTAKING FOR PRE-CLEARANCE OF TRADE BY DESIGNATED PERSON (INCLUDING COMPLIANCE OFFICER) AND THEIR IMMEDIATE RELATIVES

The Compliance Officer **Date :**
Amines & Plasticizers Limited
Mumbai.

Dear Sir,

SUB: PRECLEARANCE OF TRADES

**I/My Immediate Relatives, Mr./Ms. ……., having PAN ……intend to trade in Securities of the Company for which purpose **I/On behalf of my Immediate Relative request to pre-clear the trade. The particulars of intended trade are as under:

1	Name of the Applicant	
2	Designation	
3	Employee Code (Only for Employees)	
4	DIN (Only for Directors)	
5	Number of Securities held as on date	
6	Folio No. / DP ID / Client ID No.	
7	Nature of Trade	**Buy / Sale/ Pledge / De-Pledge/ Subscription/ others (If others, please specify)
8	Proposed date of trading in securities	
9	Number and Value (in Rs.) of Securities	
10	Estimated number of securities proposed to be purchased/subscribed/sold	
11	Current market price (as on date of application)	
12	Mode of transaction (Open Market / Off Market)	
13	Folio No. / DP ID / Client ID No. where the securities will be credited /	

I/ My Immediate Relative am/is aware that I/ My Immediate Relative have / has to execute the order in respect of the Securities of the Company within 7 trading days after the approval or lesser period as mentioned in the Code, whichever is earlier.

I/ My Immediate Relative am /is aware that, if the pre-cleared proposed trade is not executed within aforementioned days of the pre-clearance, then I/ My Immediate Relative would have to pre-clear the transaction again.

I undertake that, in case, I/My Immediate Relative do/does not execute trade fully within 7 Trading Days or lesser period as mentioned in the Code, whichever is earlier, I shall report to the Compliance Officer of My/My Immediate Relative's decision of not to trade/ partially trade within two trading days thereafter, in the following format.

Type of Security	**Nature of Trade (Buy/Sale/Others)**	**Number of Securities / Value approved for Trade**	**Date of Approval**	**Number of Securities Traded**

UNDERTAKING

* I/ I on behalf of my Immediate Relative do hereby solemnly state as under:

a. I / My Immediate Relative have/has read and understood the purport of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the Insider Trading Regulations") and the Code of Conduct for Prevention of Insider Trading in Securities of Amines & Plasticizers Limited ("the Code").
b. In case I/ My Immediate Relative get/gets access to or receive/receives "Unpublished Price Sensitive Information" after the signing of this undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in my/our position and that I/we would completely refrain from trading in the Securities of the Company till 48 hours after the time such information is made generally available.
c. I have not entered into contra trade during the preceding six months prior to the proposed transaction.
d. I/ My Immediate Relative have/has not contravened any of the provisions of the Code.
e. I have made a full and true disclosure in the matter.
f. I, on behalf of myself and my Immediate Relative(s), will submit applicable disclosure(s) within the prescribed time frame.

I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.

I agree to comply with the provisions of the Code and the Insider Trading Regulations and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such details to SEBI, if so required by SEBI.

Given under my hand this ……day of …… 20….

(SIGNATURE)
*(Delete whatever is not applicable)
In case of application by the Compliance Officer, the same will be considered by the Chairman & Managing Director

FOR OFFICE

USE:

APPROVED

DISAPPROVED

REASONS FOR DISAPPROVAL, IF ANY:

ANNEXURE II

FORMAT FOR GRANTING APPROVAL FOR PRE-CLEARANCE OF TRADE

To,
(name of the Applicant)

Sub: Approval for pre-clearance of trade

This has reference to your Application dated whereby you had sought my approval for the buying / selling (strike off whichever is not applicable) in shares of the Company.

In response thereto, I hereby accord my approval for the aforementioned transaction.

I request you to note that the transaction must be undertaken within 7 trading days hereof, failing which you would be required to take fresh approvals. You are requested to also inform us the details of the transaction in the prescribed form enclosed herewith so as to enable the Company to complete the onward legal formalities, if any.

In the event, you do not wish to proceed with the transaction, you are requested to communicate the same to the undersigned within 2 (two) Trading Days after the expiry of 7 (seven) Trading Days.

Thanks and regards,

For Amines & Plasticizers Limited

Compliance Officer

ANNEXURE III

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the company: Amines & Plasticizers Limited
ISIN of the company: INE275D01022

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	**Category of Person (KMP /Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)**	**Date of appointment of KMP/ Director / OR Date of becoming Promoter/ member of the promoter group**	**Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter**		**% of Shareholding**
			Type of securities (For e.g. Shares, Warrants, Convertible Debentures)	**No.**	
1	2	3	4	5	6

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/ member of the promoter group			**Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group**		
Contract specifications	**Number of units (contracts * lot size**	**Notional value in Rupee terms**	**Contract specifications**	**Number of units (contracts * lot size)**	**Notional value in Rupee terms**
7	8	9	10	11	12

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

Name & Signature:
Designation:
Date:

Place:

ANNEXURE IV

FORM C

SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

[Regulation 7(2) read with Regulation 6(2) – Continual Disclosure)

Name of the Company: Amines & Plasticizers Limited
ISIN of the Company: INE275D01022

Details of change in holding of securities of Promoter, Member of the Promoter Group, Designated Person or Director of the listed entity and immediate relatives of such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP /Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Securities held prior to acquisition/disposal.		Securities acquired/disposed				Securities held post acquisition /disposal		Date of allotment advice/acquisition of shares/ disposal of shares, specify.	
		Type of securities (For e.g.- Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of securities(For e.g.- Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/ sale/ Pledge/ Revocation / Invocation/ Others- please specify	Type of securities(For e.g.- Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To
1	2	3	4	5	6	7	8	9	10	11	12

Note: *i) "Securities shall have the same meaning as defined under Regulation (2)(10)(c) of SEBI (PIT) Regulations,2015.*
ii) Value of securities excludes brokerage/taxes/any other charges.

Details of trading in derivatives on the securities of the Company by Promoter, Member of the Promoter Group, Designated Person or Director of the listed entity and immediate relatives of such persons as mentioned in Regulation 6(2)

Date of intimation to Company	Mode of acquisition / disposal(on market/public/rights/ preferential/offer/off market/Inter-se Transfer, ESOP's. etc.)	Exchange on which the trade was executed.	Trading in derivates (Specify type of Contract, Futures or Options etc.)						Exchange on which the trade was executed.
			Type of Contract	Contract Specifications	Buy		Sell		
					Notional Value	Number of units (Contracts* lot size)	Notional Value	Number of units (Contracts* lot size)	
13	14	15	16	17	18	19	20	21	22

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

Name & Signature:
Designation:
Date:

Place:

ANNEXURE V

FORM D (Indicative Format)

SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

[Regulation 7(3) – Transactions by other connected persons as identified by the Company]

Details of trading in securities by other connected persons as identified by the Company.

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP /Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Securities held prior to acquisition/disposal.		Securities acquired/disposed				Securities held post acquisition /disposal		Date of allotment advice/acquisition of shares/ disposal of shares, specify.	
		Type of securities (For e.g.- Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of securities(For e.g.- Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/ sale/ Pledge/ Revocation / Invocation/ Others- please specify	Type of securities(For e.g.- Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To
1	2	3	4	5	6	7	8	9	10	11	12

Note: *i) "Securities shall have the same meaning as defined under Regulation (2)(10)(c) of SEBI (PIT) Regulations,2015.*
ii) Value of securities excludes brokerage/taxes/any other charges.

Details of trading in derivatives on the securities of the Company by other connected persons as identified by the Company.

Date of intimation to Company	Mode of acquisition / disposal(on market/public/rights/ preferential/offer/off market/Inter-se Transfer, ESOP's. etc.)	Exchange on which the trade was executed.	Trading in derivates (Specify type of Contract, Futures or Options etc.)						Exchange on which the trade was executed.
			Type of Contract	Contract Specifications	Buy		Sell		
					Notional Value	Number of units (Contracts* lot size)	Notional Value	Number of units (Contracts* lot size)	
13	14	15	16	17	18	19	20	21	22

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

Name & Signature:
Designation:
Date:

Place:

ANNEXURE VI

INITIAL ONE TIME DISCLOSURE

Initial Disclosure from Designated Person and their immediate relative(s) under the Code of Conduct for Prevention of Insider Trading in Securities of Amines & Plasticizers Limited ("APL")

From

Name	:	
Address	:	
PAN	:	
Date of Birth	:	
DIN	:	
Designation	:	
Employee Code	:	
Email id	:	
Mobile No.	:	

The Compliance Officer **Date:**
Amines & Plasticizers Limited (APL)
Mumbai

Dear Sir,

SUB: Initial Disclosure of My Holding and My Immediate Relatives' Holding of Securities in APL

I have read and understood the purport of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading in Securities of Amines & Plasticizers Limited ("the Code").

A. The details of my holding in Securities of the Company, are specified hereunder:

Type of Security	Folio Number/ DP ID & CLIENT ID (Please refer Note 1)	Number of Securities held as on 31.03.		
		In Physical Mode (A)	In Demat Mode (B)	Total (A + B)
Equity				

Note 1:

i) Demat details to be furnished even if no (NIL) Securities of the Company are held.

ii) If you have multiple Demat Accounts, then you must provide all Demat by adding more rows above.

iii) In case DEMAT is in joint name and you are FIRST Holder, then too you must mention the above details iv) You must mention Inoperative DEMAT also till the same is not closed.

v) DPID+ Client ID is 16 Digit Number Unique No. Combination of DPID (8 Digit) +Client ID (8 Digit)

B. (1) The details of holding of my Immediate Relative(s) in the Securities of the Company, are specified hereunder: **(REFER NOTE 2)**

Name of my Immediate Relatives (in case of Minor, please mention in (bracket) as "Minor" after the name)	Phone/Mobile /Cell No. used by them	PAN	Relation ship	Type of Security	Folio Number /DP ID & Client ID	Number of Securities held		
						In	In	Total

						Physical Mode (A)	Demat Mode (B)	Securities Held (A+B)
			Spouse					

Note2:

i) Immediate Relative means a spouse of a person, and ***includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in Securities***

ii) In the event of your immediate relative(s) do not hold any Securities of the Company, please mention NIL against the number of Securities held.

iii) In case immediate relatives are MINOR, please specify the same and the Designated Person shall be deemed to be guardian

B. (2) The details of persons with whom I share material financial relationship are specified hereunder: (REFER NOTE 3)

Name of my Immediate Relatives (in case of Minor, please mention in (bracket) as "Minor" after the name)	Phone/Mobile /Cell No. used by them	PAN	Relationship	Type of Security	Folio Number /DP ID & Client ID	Number of Securities held		
						In Physical Mode (A)	In Demat Mode (B)	Total Securities Held (A+B)
			Spouse					

Note. 3:

i) Material financial relationship shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

ii) In case you are sharing any material financial relationship with your Immediate Relatives, then you need to mention as per names in above table.

iii) In case of person is MINOR, please specify the same and the Designated Person shall be deemed to be guardian

^ Demat details & PAN to be furnished even if no Securities of the Company are held

C. (1) Education Details: (Add more rows if required)

Name of the Graduation Course (Name of Degree)	Name of the educational Institution

Note:
1) *If you have any additional degrees other than your graduation please mention (E.g. CA, CS, LLB, DR, MBA, Diploma etc.*

C. (2) Employment Details of Designated Person: (Add more rows if required)

Names of the Past Employers (Begin from the recent)	Designation	Duration From (YYYY) to (YYYY)

Note:
1) *If you have any additional degrees other than your graduation please mention (E.g. CA, CS, LLB, DR, MBA,* Diploma etc.

Declaration:
1. I hereby confirm that, there is no person other than those mentioned in (B)(1) above who is either dependent financially on me or consults me in taking decisions relating to trading in APL Securities or for whom I take decisions relating to trading in APL Securities.
2. I hereby confirm that, there is no person other than those mentioned in (B)(2) above with whom I share a material financial relationship.
3. I hereby undertake to inform the changes in the list of Immediate Relative(s) and those with whom I share a material financial relationship from time-to-time.
4. I hereby declare that the above details are true, correct and complete in all respects.

(SIGNATURE)

ANNEXURE VII

ANNUAL DISCLOSURE BY DESIGNATED PERSON

The Compliance Officer
Amines & Plasticizers Limited
Mumbai

In terms of the requirement of the Code of Conduct for Prevention of Insider Trading in Securities of Amines & Plasticizers Limited ("the Code") for periodic disclosure, giving below the details of my holding and my Immediate Relative(s) holding**:**

Name of Designated person and Immediate Relative(s) and Phone, Mobile numbers used	Relationship	Number of Securities held as on 1stApril,	Number of Securities bought during The year ended 31stMarch,20	Number of Securities sold during the year ended 31st March, 20	Number of Securities held as on 31st March 20	Folio No./ Client ID/ DP ID	PAN

The details of persons with whom I share material financial relationship are specified here:

(REFER NOTE 3)

NAME OF THE PERSON AND PHONE, MOBILE NUMBERS USED BY THEM	PAN	RELATION SHIP	TYPE OF SECURITY	FOLIO NUMBER / DP ID & CLIENT ID ^	NUMBER OF SECURITIES HELD		
					In Physical Mode (A)	In Demat Mode (B)	Total Securities Held (A+B)

^ Demat details & PAN to be furnished even if no Securities of the Company are held

- I confirm that I / my immediate relative(s) have read and understood the purport of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code & have undertaken to unconditionally abide by the same
- I confirm that I have not entered into contra trade during the preceding six months prior to any transactions.
- I hereby declare that the above details are true, correct and complete in all respects. I undertake to disclose immediately as and when there is a change in the above information.

Thanking You,

_____(SIGNATURE)

Notes:

1. Please fill up Name, PAN, DP ID & Client ID of yourself as well as your Immediate Relative(s) and Person(s) with whom you share material financial relationship even if the holding in APL securities is nil.

2. Immediate Relative means a spouse of a person, and includes parent, sibling, and child of such person or the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in Securities.

3. Material financial relationship shall mean a relationship in which one person is a recipient of any kind of payment such as by way of loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationship in which payment is based on arm's length transactions.