



# ***Tirupati Starch & Chemicals Limited***

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## **CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS PURSUANT TO SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015)**

### **PREAMBLE**

The Securities and Exchange Board of India ("SEBI") has, in pursuance of the powers conferred on it under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations"). These regulations are made applicable to all the companies whose securities are listed on Stock Exchange(s) and all unlisted companies whose securities are proposed to be listed on Stock Exchange(s).

The Tirupati Starch & Chemicals Limited (the 'Company'), being a listed company, is required to confirm to the minimum standards prescribed by the Code of Conduct ("Code") for the purpose of regulating, monitoring and reporting Trading by Insiders.

The Regulations prohibit an Insider from Trading in the securities of a company listed on stock exchange on the basis of any Unpublished Price Sensitive Information.

### **OBJECTIVE OF THE CODE**

The Code aims to ensure monitoring, timely reporting and adequate disclosure of price sensitive information by the directors, key managerial personnel, designated employees and connected persons of the Company. Pursuant to the compliance requirements under various provisions of Regulations, the Company has adopted this Code for fair disclosure of Unpublished Price Sensitive Information as per the requirement of this Regulation.

### **DEFINITIONS**

"Act" means Securities and Exchange Board of India Act, 1992.

"Board" means Securities and Exchange Board of India.

"Code" means Code of Conduct to Regulate, Monitor and Report and Report Trading by Insiders as modified from time to time.

"Company" means Tirupati Starch & Chemicals Limited.

"Compliance Officer" for the purpose of this regulation means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.

"Connected Person" – means

- i) any person who is or has during the 6 months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonable expected to allow such access.

- ii) The person falling within the following categories shall be deemed to be connected person unless the contrary is established:
- a. relative of connected persons specified above; or
  - b. a holding company or associate company or subsidiary company; or
  - c. an intermediary as specified in section 12 of the Act or an employee or director thereof; or
  - d. an investment company, trustee company, asset management company or an employee or director thereof; or
  - e. an official of a stock exchange or of clearing house or corporation; or
  - f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
  - g. a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
  - h. an official or an employee of a self-regulatory organization 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);

**"Designated Person"** means a person occupying any of the following position in the Company:

- (i) All directors including executive, non executive and Independent
- (ii) Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chief Internal Auditor (CIA), Chief Operating Officer (COO) and Company Secretary or any such equivalent position.
- (iii) All Promoters and Promoter Group of the Company.
- (iv) Employees of the Company on the basis of their functional role or access to unpublished Price Sensitive information in the organization.
- (v) Such other employees as may be designated in consultation with the Managing Director or Chief Executive Officer of the Company considering the objectives of the Code from time to time.

**"Employees"** means Employees of the Company including Permanent Employees, Contractual Employees, apprentices, trainees etc.

**"Generally available information"** means information that is accessible to the public on a non-discriminatory basis;

**"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;

**"Insider"** means any person who is: i) a connected person; or ii) in possession of or having access to unpublished price sensitive information;

**"Promoter & Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

**"Regulations"** means the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. (herein referred as 'the regulations')

**"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof

**"Trading"** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

**"Trading day"** means a day on which the recognized stock exchanges are open for trading;

**“Unpublished Price Sensitive Information” (UPSI)** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

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

*Explanation 1- For the purpose of sub-clause (ix):*

*a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.*

*b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

*Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.]*

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts(Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

#### **MINIMUM STANDARDS FOR CODE OF CONDUCT 96 COMPANY TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS**

1. The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors, but not less than once in a year.
2. All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The code of conduct shall contain norms for

appropriate Chinese Walls procedures, and processes for permitting any designated person to “cross the wall”.

3. Designated Persons and immediate relatives of designated persons in the organisation shall be governed by an internal code of conduct governing dealing in securities.
4. (1) Designated persons may execute trades subject to compliance with these Codes. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. 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 unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

Provided that, for unpublished price sensitive information not emanating from within the Listed Company, trading window may not be closed.

(2) Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. 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.

- (3) The trading window restrictions mentioned in sub-clause (1) shall not apply in respect of
  - a. transactions in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board;
  - b. transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

5. The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information 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.
6. When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trades is above Rupees one lakh.
7. 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.
8. The code of conduct shall specify any reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed.
9. The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is permitted to trade shall not execute a contra trade. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

10. The code of conduct shall stipulate such formats as the board of directors deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.
11. Without prejudice to the power of the Board under the Act, the code of conduct shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension, recovery, etc., that may be imposed, by the company for the contravention of the code of conduct. Any amount collected under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
12. In case it is observed by the company that there has been a violation of these Codes, the Company shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time.
13. Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:
  - a. immediate relatives
  - b. persons with whom such designated person(s) shares a material financial relationship
  - c. Phone, mobile and cell numbers which are used by them

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

*Explanation – The term “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 from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.*

14. Company shall have a process for how and when people are brought ‘inside’ on sensitive transactions. Individuals should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

#### **RESTRICTION ON SHARING, COMMUNICATION, PROCUREMENT OF UPSI**

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

- (1) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (2) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, 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.
- (3) The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Provided that entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

- (4) The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

#### **TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

No insider shall trade in Company's securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information:

*Explanation –When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.*

Provided that the insider may prove his innocence by demonstrating the circumstances that the trades were pursuant to a trading plan set up in accordance with code of conducts.

#### **TRADING PLANS**

- (1) An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- (2) Such trading plan shall: –
- (i) not entail commencement of trading on behalf of the insider earlier than 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 following parameters for each trade to be executed:
    - (i) either the value of trade to be effected or the number of securities to be traded;
    - (ii) nature of the trade;
    - (iii) either specific date or time period not exceeding five consecutive trading days;
    - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
      - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
      - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation:

- (i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.
  - (ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.
  - (iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.
  - (iv) not entail trading in securities for market abuse.
- (3) The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

- (4) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

Provided further that if the insider has set a price limit for a trade under sub-regulation 2, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

Explanation: In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- (i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
  - (ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
  - (iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
  - (iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.
- (5) The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

#### **DISCLOSURES OF TRADING BY INSIDERS**

- (1) Every public disclosure under this code shall be made in such form as may be specified.
- (2) The disclosures to be made by any person under this code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- (3) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Chapter:  
Provided that trading in derivatives of securities is permitted by any law for the time being in force.
- (4) The disclosures made under this code shall be maintained by the company, for a minimum period of five years, in such form as may be specified.

#### **DISCLOSURES BY CERTAIN PERSONS**

##### **(1) Initial Disclosures**

- (a). Every person on appointment as a 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.

##### **(2) Continual Disclosures**

- (a) Every promoter, member of the promoter group, designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;

(b) Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-regulation (2).

(c) The above disclosures shall be made in such form and such manner as may be specified by the Board from time to time.

***Disclosures by other connected persons.***

(3) Any company whose securities are listed on a stock exchange may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

**TRADING WINDOW:**

(1) Designated persons may execute trades subject to compliance with the code and the regulations. The company shall maintain a register giving details of trades. The register shall be termed as the notional trading window for the purpose of monitoring trading by designated persons.

(2) Trading restriction period (Trading Window Closure) shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. 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.

(3) Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

(4) The trading window shall reopened after expiry of 48 hours when financial results are made public or any other such time as may be determined by the Compliance officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

(5) The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

(6) When the trading window is open, trading by designated persons shall be subject to pre- clearance by the compliance officer, if the value of the proposed trades is above Rupees one lakh. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is open.

(7) Trades that have been pre-cleared have to be executed by the designated person within 7days of Pre-clearance, failing which fresh pre-clearance would be needed for the trades to be executed.

(8) A designated person who is permitted to trade shall not execute a contra trade within 6 months. However, compliance officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the regulations.

(9) If a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

(10) For making applications for pre-clearance in the format as attached as **Annexure-1**, trades executed reporting of decisions not to trade after securing pre-clearance, and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.



(11) In case it is observed that there has been a violation of the code/ regulations, the Board shall promptly inform the Stock Exchange (s) where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time.

**Disclosures by other connected persons**

Any company whose securities are listed on a stock exchange may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

**REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:**

All Directors/Promoter & Promoter Group/Designated Personnel/Connected Personnel of the company shall be required to forward, following information/ details pertaining to securities related transactions to the Compliance Officer of the Company in the prescribed format:

**Annexure 1:** Trading Plan to be submitted for Public Disclosure and Approval and Submission to Stock Exchange.

**Annexure 2:** Undertaking to be submitted under Chinese Wall Policy on Quarterly Basis by Designated Persons.

**Annexure 3:** Application for Pre-Clearance.

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

**Form B:** Continual Disclosure under SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2)]

**Form C:** Transactions by Other connected persons as identified by the company under SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3)

## Annexure 1

### ***TRADING PLAN TO BE SUBMITTED FOR PUBLIC DISCLOSURE AND APPROVAL AND SUBMISSION TO STOCK EXCHANGE***

**To**  
**Company Secretary**  
**Tirupati Starch & Chemicals Limited**

I....., (Name, designation & dept.) residing at ..... as required under the Code hereby submit the following information:-

1. Period of Trading plan: From.....To.....
2. Cool off Period of 6 months end on:
3. Number of Security seeking clearance
4. Value of trades to be effected:
5. Nature of Trade:
6. Intervals (or Date) on which trade shall be effected:

I declare and undertake that:

- (1) Trading plan once approved shall be irrevocable.
- (2) I shall mandatorily implement the plan once approved.
- (3) Implementation of this plan shall not commence if any unpublished price sensitive information in my possession at the time of presenting this plan has not become generally available till the time of commencement of implementation.
- (4) Trading plan would not mean absolute immunity from bringing proceeding for market abuse.
- (5) I have no access to, nor do I have any information, that could be construed as “Price Sensitive Information” as defined in the code up to the time of signing this undertaking.
- (6) In the event that I have access to or received any information that could be construed as “Price Sensitive Information” as defined in the code after the signing of this Undertaking but before executing the transaction for which approval is sought, I shall inform the compliance officer of the same and shall completely refrain from dealing in securities of the company until such information becomes public.
- (7) I have not contravened the provisions of the code for prohibition of Insider Trading, as notified by the company from time to time.
- (8) I have made full and true disclosure in the matter.

**Signature:**  
**Name: .**  
**Designation:**  
**Dept. & EMP No.:**

**Date:**

**Annexure 2**

**UNDERTAKING TO BE SUBMITTED  
UNDER CHINESE WALL POLICY ON QUARTERLY BASIS BY DESIGNATED PERSONS**

I, ..... (Name, designation & dept.) residing at,  
....., do hereby state that :-

1. I do have access to the information, that could be construed as “Price Sensitive Information” as defined in the code at the time of signing this undertaking.

2. I have not contravened the provisions of the code of conduct for prohibition of Insider Trading, as notified by the company from time to time.

3. If I have possession of the price sensitive information and I intend to communicate the same in order to fulfill my legal obligations, then, I must ensure that any provisions of the applicable acts/laws/regulations or guidelines of the Government are not violated and the information is not used for trading purpose in securities of ..... I do hereby confirm, that, I have not communicated any price sensitive information to any outsider.

4. I have made full and true disclosure in the matter.

**Signature:**

**Name:**

**Designation:**

**Dept. & EMP No. :**

**Date:**

**Annexure 3**

**APPLICATION FOR PRE-CLEARANCE**

**Date:**

**To**  
**Company Secretary**  
**Tirupati Starch & Chemicals Limited**

**Through: Division/Department Head**

With reference to the Code for prohibition of Insider Trading of shares/securities of **Tirupati Starch & Chemicals Limited**, I seek on behalf of myself / my relatives, your approval to subscribe to / agree to subscribe to / purchase / sell / deal as an agent/principle in \_\_\_\_\_(nos.) shares/securities of the Company value of which is Rs. \_\_\_\_\_ on the basis of closing market price as on \_\_\_\_\_(BSE).

I do hereby confirm that I have no access to nor do I have any information that could be construed as "Price Sensitive Information" as defined in the code up to the time of application and I have not contravened the provisions of the Code and the regulations particularly the one related to the Price sensitive information.

Details of shareholdings held as on the date of application for pre-clearance:

1. No. of securities held: \_\_\_\_\_
2. Approx Market Value Rs. \_\_\_\_\_

Signature:

Name:

Designation:

Dept. & EMP No.: -

*Note: Pre-clearance will be required only if the value of the proposed trades is above one lakh rupees*

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**PRE-CLEARANCE ORDER**

This is to inform you that your request No. .... dated ..... for dealing by yourself / your Dependents in .....(Nos.) securities of the Company, as mentioned in your above mentioned application, is approved. Please ensure that the said transaction must be completed in accordance with the code on or before (date), i.e., within 7 days from today, failing which you are required to obtain the pre-clearance again.

**For Tirupati Starch & Chemicals Limited**

**Company Secretary**

Date-

# FORM A<sup>1</sup>

## 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: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

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, CIN/DIN & Address with contact nos.	PAN	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 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 group		% of Shareholding
				Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6	7

*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:

**FORM B <sup>2</sup>**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
[Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and Immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CINDIN, & address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Director or immediate relative to others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed to				Securities held post acquisition/disposal		Date of allotment/ acquisition of shares/ disposal of shares, specify		Date of Intimation to company	Mode of acquisition/disposal (on market/public rights/preferential offer/off market transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation / Others-please specify)	Type of securities (For eg. – 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	13	14	15

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.  
(ii) Value of transaction excludes taxes/brokerage/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 a listed company and Immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (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)	
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: \_\_\_\_\_

## FORM C

### 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. of other connected persons as Identified by the company	Connection with company	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		Date of Intimation to company	Mode of acquisition/disposal (on market/ public/ rights/ Preferential offer / off market/ Inter-se transfer, ESOPs etc. )	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/Sale/ Pledge/ Revocation / Invocation/ Others- please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.  
(ii) Value of transaction excludes taxes/brokerage/any other charges

#### Details of trading in derivatives on the securities of the company by other connected persons as Identified by the company

Trading in derivatives (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)	
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:

Place:

*Note: This Code has been reviewed and approved by Board in their meeting held on 29.07.2025.*