

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

(Envisaged under Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time)

Objective

The Company desires to preserve the confidentiality of Unpublished Price Sensitive Information and to prevent misuse of such information.

The Company is committed to transparency and fairness in dealing with all shareholders and in ensuring adherence to all laws and regulations. Further, the Company wishes to have a process for how and when people are brought inside on sensitive transactions and how they are made aware of the duties and responsibilities attached to receipt on the inside information including the liability that attaches to misuse or unwarranted use of such inside information.

Every Insider has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No Insider may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

To achieve these objectives, Company hereby notifies that this Code of Conduct is to be followed by every Insiders.

1 Definitions

- 1.1 **“Act”** means the Securities and Exchange Board of India Act, 1992 and any amendments thereto.
- 1.2 **“Board”** means the Board of Directors of the Company.
- 1.3 **“Code”** or **“Code of Conduct”** shall mean this Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Insiders of Camlin Fine Sciences Limited as amended from time to time.
- 1.4 **“Company”** means Camlin Fine Sciences Limited.
- 1.5 **“Compliance Officer”** means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations, designated so these regulations designated so and reporting to the Board 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the Board of the Company.

For the purpose of this Code, it is hereby clarified that “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e., balance sheet, profit and loss account, and statement of cash flows.



Registered Office:

Camlin Fine Sciences Limited, Floor 2 to 5, In G.S. Point, CST Road, Kalina, Santacruz (East), Mumbai 400 098.
CIN: L74100MH1993PLCO75361

1



+91 22 6700 1000



+91 22 2832 4404



corporate@camlinfs.com



www.camlinfs.com

1.6 **“Connected Person”** means:

- (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a Director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
 - (a) an immediate relative of connected persons specified in clause (i) 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 SEBI; or
 - (i) a banker of the Company; or
 - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.



Registered Office:

Camlin Fine Sciences Limited, Floor 2 to 5, In G.S. Point, CST Road, Kalina, Santacruz (East), Mumbai 400 098.
CIN: L74100MH1993PLCO75361



+91 22 6700 1000



+91 22 2832 4404



corporate@camlinfs.com



www.camlinfs.com

- 1.7 **“Designated Employee(s)”** shall include in relation to the Company and its Material Subsidiaries:
- (i) Managing and Whole-time Directors;
 - (ii) Key Managerial Persons;
 - (iii) every Employee in the grade of General Managers and above;
 - (iv) Employee in the grade of Sr. Manager and above in finance, accounts, taxation, secretarial, legal and IT department; and
 - (v) any other employee as may be determined and informed by the Compliance Officer from time to time.
- 1.8 **“Designated Person(s)”** means collectively the Designated Employees, the Promoters, the Directors and their Immediate Relatives.
- 1.9 **“Director(s)”** means a member of the Board in relation to the Company and its Material Subsidiaries.
- 1.10 **“Employee”** means every employee of the Company including the Directors in the employment of the Company.
- 1.11 **“Fiduciaries”** means professional firms such as auditors, law firms, analysts, accountancy firms, banks, consultants, insolvency professionals etc. which are assisting or advising the Company.
- 1.12 **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis.
- 1.13 **“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.
- 1.14 **“Insider”** means any person who is,
- (i) a Connected Person;
 - (ii) Designated Person(s); or
 - (iii) in possession of or having access to Unpublished Price Sensitive Information.
- 1.15 **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013.
- 1.16 **“Material Subsidiary”** means a subsidiary of the Company whose income or net-worth exceeds ten percent of the consolidated income or net-worth respectively, of the

Company and its subsidiaries in the immediately preceding financial year and the term Material Subsidiaries shall be construed accordingly.

- 1.17 **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- 1.18 **“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.
- 1.19 **“Regulations”** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 1.20 **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956, or any modification thereof except units of a mutual fund.
- 1.21 **“SEBI”** means the Securities and Exchange Board of India.
- 1.22 **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- 1.23 **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
- 1.24 **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.
- 1.25 **“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, delisting, disposals and expansion of business and such other transactions; and
 - (v) changes in key managerial personnel.

Words and expressions used and not defined herein but defined in the Regulations, the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the

Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

2 Role of Compliance Officer

- 2.1 The Compliance Officer shall administer the Code and monitor compliance with the Regulations.
- 2.2 The Compliance Officer shall report to the Board and in particular, shall provide reports to the Chairman of the Audit Committee and to the Chairman of the Board on trading of Designated Persons, at the meeting held after every calendar quarter.
- 2.3 The Compliance Officer along with the audit committee of the Company shall review compliance with the provisions of Regulations at least once every year and shall verify that the systems for internal control are adequate and are operating effectively.
- 2.4 The Compliance Officer shall assist all Employees in addressing any clarifications regarding the Regulations and the Company's Code of Conduct.
- 2.5 The Compliance Officer shall specify prohibited trading windows from time to time and immediately make an announcement thereof in consultation with the Managing Director and as directed by the Board and also maintain a record of prohibited trading windows specified from time to time.
- 2.6 The Compliance Officer shall maintain records of all the declarations submitted in the appropriate form given by Insiders for a minimum period of five years.

In case the Compliance Officer is not available either on account of his being on leave or for any other reason whatsoever for a period of 7 days or more, the Managing Director shall delegate the authority of Compliance Officer to any executive as he may deem fit and appropriate, who shall act as Compliance Officer during the period of his absence.

3 Preservation of “Unpublished Price Sensitive Information”

- 3.1 All information shall be handled within the Company 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.

Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction which:

- (i) entails an obligation to make an open offer under the Takeover Regulations where the Board of the Company is of informed opinion that sharing of such information is in the best interests of the Company; or
- (ii) does not attract the obligation to make an open offer under the takeover regulations but where the Board of the Company is of informed opinion that



Registered Office:

Camlin Fine Sciences Limited, Floor 2 to 5, In G.S. Point, CST Road, Kalina, Santacruz (East), Mumbai 400 098.
CIN: L74100MH1993PLCO75361

5



+91 22 6700 1000



+91 22 2832 4404



corporate@camlinfs.com



www.camlinfs.com

sharing of such information is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least two Trading Days prior to the proposed transaction being effected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.

The Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of Unpublished Price Sensitive Information.

The Board shall ensure that a structured digital database is maintained containing the nature of Unpublished Price Sensitive Information, the names of persons who have shared the Unpublished Price Sensitive Information and the names of persons with whom the Unpublished Price Sensitive Information has been shared, 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.

3.2 Need to Know:

- (i) “need to know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (ii) All non-public information directly received by any Employee should immediately be reported to the head of the department.

3.3 Limited access to confidential information:

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

3.4 Chinese Walls:

To prevent the misuse of confidential information and Unpublished Price Sensitive Information, the Company shall have “Chinese Wall” arrangement which separates those areas of the Company which routinely have access to Unpublished Price Sensitive Information, considered “inside areas” from those areas which provide support services to these functions/ areas and do not have access to such information, considered as “public areas”.

The following functional areas of the Company shall be considered as inside areas in respect of securities of the Company:

- (i) Finance department including corporate planning and strategy teams;
- (ii) Legal and secretarial teams; and
- (iii) Other functional areas specifically identified by the Compliance Officer.

Where Chinese Wall arrangements are in place, persons in inside areas are prohibited from communicating any Unpublished Price Sensitive Information to persons in public areas, except as expressly permitted under this Code or the Regulations. Persons from public areas may be allowed to ‘cross the wall’ and be given access to Unpublished Price Sensitive Information by following the ‘need-to-know’ principle, under intimation to the Compliance Officer. Such persons shall be made aware of the duties and responsibilities attached to the receipt of Unpublished Price Sensitive Information, and the liability that attaches to misuse or unwarranted use of such information.

4 Prevention of misuse of “Unpublished Price Sensitive Information”

Designated Persons shall be governed by this Code of Conduct governing dealing in securities.

5 Trading Plan:

5.1 An Insider shall be entitled to formulate a trading plan for dealing in securities of the Company 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.

5.2 Trading Plan shall:

- (i) not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth Trading Day prior to the last day of any financial period for which results are required to be announced by the Company and the second Trading Day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities for market abuse.

5.3 The Compliance Officer shall consider the Trading Plan to assess whether it would have any potential for contravening the Regulations and shall be entitled to seek express



Registered Office:

Camlin Fine Sciences Limited, Floor 2 to 5, In G.S. Point, CST Road, Kalina, Santacruz (East), Mumbai 400 098.
CIN: L74100MH1993PLCO75361

7



+91 22 6700 1000



+91 22 2832 4404



corporate@camlinfs.com



www.camlinfs.com

undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

- 5.4 The Trading Plan shall be approved forthwith if deemed adequate. Once approved, it shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any Unpublished Price Sensitive Information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such Unpublished Price Sensitive Information becomes generally available information.

- 5.5 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed. Further, pre-clearance of trade, trading window norms and restrictions on contra trade shall not be applicable for trades executed in accordance with an approved trading plan.

6 Trading Window and Window Closure

- 6.1 Designated Persons shall trade in securities of the Company only during a valid trading period called “Trading Window” to be specified by the Company and shall not trade in securities of the Company when the Trading Window is closed. The Trading Window shall be closed when the Compliance Officer determines that a Designated Person or a class of Designated Persons can reasonably be expected to possess Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such securities to which such Unpublished Price Sensitive Information relates. The timing of closure and re-opening of the Trading Window shall be as follows:

- (i) The Trading Window shall be closed 7 calendar days prior to a meeting of the Board where any Unpublished Price Sensitive Information is presented or considered or from the date of circulation of the agenda papers pertaining to the subject referred above, whichever is earlier, and shall remain closed until expiry of 48 hours from the time the Unpublished Price Sensitive Information becomes generally available upon disclosure to the stock exchanges.
- (ii) The Trading Window shall be closed from the end of every quarter until 48 hours after declaration of the financial results. Further, in regard to declaration of financial results, the gap between clearance of accounts by the audit committee and meeting of the Board should be as narrow as possible and preferably on the same day to avoid leakage of Unpublished Price Sensitive Information.

- 6.2 The Compliance Officer, after taking into account various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, shall in consultation with Managing Director, decide the timing for re-opening of the Trading Window, which in any event



Registered Office:

Camlin Fine Sciences Limited, Floor 2 to 5, In G.S. Point, CST Road, Kalina, Santacruz (East), Mumbai 400 098.
CIN: L74100MH1993PLCO75361

8



+91 22 6700 1000



+91 22 2832 4404



corporate@camlinfs.com



www.camlinfs.com

shall not be earlier than 48 hours after the Unpublished Price Sensitive Information becomes generally available.

6.3 The Trading Window restrictions shall not apply to the following:

- (i) Off-market inter-se transfer between Insiders who possess the same Unpublished Price Sensitive Information without being in breach of the Regulations (provided such Unpublished Price Sensitive Information was not obtained pursuant to regulation 3(3) of the Regulations) and both the parties have made a conscious and informed trade decision;
- (ii) Transaction carried out through the block deal mechanism of the stock exchanges between persons who possess Unpublished Price Sensitive Information without being in breach of the Regulations (provided such Unpublished Price Sensitive Information was not obtained pursuant to regulation 3(3) of the Regulations) and both the parties had made a conscious and informed trade decision;
- (iii) Transaction carried out pursuant to statutory or regulatory obligation to carry out a bona fide transaction;
- (iv) Transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations. It is clarified that the subsequent sale of securities allotted upon exercise of the stock options shall not be permitted during closure of the Trading Window;
- (v) Trades pursuant to trading plans set up in accordance with the Regulations;
- (vi) Pledge of shares for a bona fide purpose such as raising of funds;
- (vii) Transactions undertaken in accordance with respective regulations made by SEBI 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 or open offer, delisting offer, or transactions which are undertaken through such other mechanism as may be specified by SEBI; and
- (viii) Other trades that are expressly exempt from such restrictions in terms of the Regulations, as may be specified by SEBI from time to time, subject to any conditions specified therein.

Transactions mentioned in paragraphs (i) to (vi) above may be undertaken when the Trading Window is closed subject to compliance with all applicable regulations notified by SEBI from time to time and subject to obtaining prior written clearance from the Compliance Officer.

7 Pre-clearance of trades

- 7.1 When the Trading Window is open, if a Designated Person intends to trade in the securities of the Company and the size/ value of the proposed trades, either as one trade or in a series of trades over any calendar quarter, aggregates to more than 10,000 shares or Rs. 10 lakh should pre-clear the transaction(s). The pre-clearance procedure shall be as follows:
- (i) An application may be made in the prescribed Form (Annexure 1) to the Compliance Officer indicating the estimated number of securities that the Designated Person intends to trade in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf. An undertaking (Annexure 2) shall be executed in favour of the Company and submitted along with the application for pre-clearance.
 - (ii) Every Designated Person shall execute their trade in respect of securities of the Company within seven Trading Days from grant of the approval of pre-clearance (Annexure-3). The Designated Person shall file within 2 (two) days of the execution of the trade, the details of such trade with the Compliance Officer in the prescribed form. In case the trade is not undertaken, a report to that effect shall be filed (Annexure 4). If the order is not executed within 7 (seven) Trading Days from grant of the approval, the Designated Person must pre-clear the trade again.

8 Restriction on contra trades

- 8.1 Every Designated Person who buys or sells any number of securities of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the securities of the Company at any time. In case any contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- 8.2 The Compliance Officer may grant relaxation from the contra trade restriction in case of sale of securities of the Company due to personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading Window is closed.
- 8.3 The contra trade restriction shall not be applicable for trades pursuant to exercise of any employee stock options. It is clarified that the subsequent sale of securities allotted upon exercise of the stock options shall be required to adhere to the contra trade restrictions.



Registered Office:

Camlin Fine Sciences Limited, Floor 2 to 5, In G.S. Point, CST Road, Kalina, Santacruz (East), Mumbai 400 098.
CIN: L74100MH1993PLCO75361

10



+91 22 6700 1000



+91 22 2832 4404



corporate@camlinfs.com



www.camlinfs.com

9 Other Restrictions

- 9.1 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.
- 9.2 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 Code.
- 9.3 The disclosures made under this Code shall be maintained for a period of five years.

10 Reporting Requirements for transactions in securities

Initial Disclosure

- 10.1 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 their holding of securities of the Company as on the date of appointment or becoming a Promoter/ member of the Promoter Group, to the Company within seven days of such appointment or becoming a Promoter/ member of the Promoter Group in the prescribed Form (Annexure 5).

Continual Disclosure

- 10.2 Every Promoter, member of the Promoter Group, Designated Person and Director shall disclose to the Company the number of securities acquired or disposed of within two Trading Days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lakh or 10,000 shares, whichever is lower. The disclosure in the prescribed Form (Annexure 6) shall be made within 2 working days of:
- (i) the receipt of intimation of allotment of securities, or
 - (ii) the acquisition or sale of securities or voting rights, as the case may be.

Annual Disclosure

- 10.3 Designated Persons shall be required to disclose their Permanent Account Number, and the 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:
- (i) immediate relatives;
 - (ii) persons with whom such Designated Person(s) shares a material financial relationship; and
 - (iii) Phone, mobile and cell numbers which are used by them.

In addition, the names of educational institutions from which Designated Persons have



Registered Office:

Camlin Fine Sciences Limited, Floor 2 to 5, In G.S. Point, CST Road, Kalina, Santacruz (East), Mumbai 400 098.
CIN: L74100MH1993PLC075361

11



+91 22 6700 1000



+91 22 2832 4404



corporate@camlinfs.com



www.camlinfs.com

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.

11 Disclosure by the Company to the Stock Exchange(s)

11.1 Within 2 days of the receipt of intimation under Clause 10.2, the Compliance Officer shall disclose to all stock exchanges on which the securities of the Company are listed, the information received.

11.2 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Designated Persons for a minimum period of five years.

12 Dissemination of Unpublished Price Sensitive Information

12.1 No information shall be passed by Insider by way of making a recommendation for the purchase or sale of securities of the Company.

12.2 Disclosure/dissemination of Unpublished Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors:

- (i) Only public information to be provided.
- (ii) At least two Company representatives must be present at meetings with analysts, media persons and institutional investors.
- (iii) Unanticipated questions may be taken on notice and a considered response given later. If the answer includes Unpublished Price Sensitive Information, a public announcement should be made before responding.

13 Penalty for contravention of the Code of Conduct

13.1 Every Insider shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

13.2 Any Insider who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.



Registered Office:

Camlin Fine Sciences Limited, Floor 2 to 5, In G.S. Point, CST Road, Kalina, Santacruz (East), Mumbai 400 098.
CIN: L74100MH1993PLCO75361

12



+91 22 6700 1000



+91 22 2832 4404



corporate@camlinfs.com



www.camlinfs.com

- 13.3 Insider who violate the Code shall also be subject to sanctions and disciplinary actions by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, etc.
- 13.4 In case any violation of the Regulations is observed by the Company, the Company shall promptly inform the stock exchanges where the securities of the Company are traded in such form and such manner as may be specified by SEBI from time to time. Any action taken by the Company shall not preclude SEBI from taking any action in case of violation of Regulations.
- 13.5 When there is a violation by the Compliance Officer, the Chief Executive Officer or the Managing Director of the Company shall perform the functions of the Compliance Officer.
- 13.6 Any amount collected under this Clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

14 Dissemination and Publicity of Code of Conduct

Further, to enable persons to be aware of how they may be brought inside on sensitive transactions and to make them aware of their duties and responsibilities attached to receipt on the inside information including the liability that attaches to misuse or unwarranted use of such inside information, this Code shall be placed on the Company's website and may also be provided to the Insiders vide email and other communication channels or by giving references of the web link etc.

15 Authority to make alterations

The Board is authorised to make such alterations to this Code as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the Regulations.

16 Amendments in Law

Any subsequent amendment / modification to the Regulations and/ or other applicable laws in this regard shall automatically apply to this Code.

As amended by the Board of Directors at its meeting held on November 6, 2023.



Registered Office:

Camlin Fine Sciences Limited, Floor 2 to 5, In G.S. Point, CST Road, Kalina, Santacruz (East), Mumbai 400 098.
CIN: L74100MH1993PLC075361

13



+91 22 6700 1000



+91 22 2832 4404



corporate@camlinfs.com



www.camlinfs.com

ANNEXURE 1
SPECIMEN OF APPLICATION FOR PRE-CLEARANCE OF TRADES

Date:

To,
The Compliance Officer,
Camlin Fine Sciences Limited,
Mumbai

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Insiders, I seek approval to trade in _____ equity shares of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.	
5.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Other: _____ (select any one)
6.	Proposed date of trading in securities	
7.	Estimated number of securities proposed to be traded	
8.	Price at which the trade is proposed	
9.	Current market price (as on date of application)	



Registered Office:

Camlin Fine Sciences Limited, Floor 2 to 5, In G.S. Point, CST Road, Kalina, Santacruz (East), Mumbai 400 098.
CIN: L74100MH1993PLCO75361

14



+91 22 6700 1000



+91 22 2832 4404



corporate@camlinfs.com



www.camlinfs.com

10.	Whether the proposed trade will be through stock exchange or off-market deal	
11.	Folio No. / DP ID / Client ID No. Where the securities will be credited / debited	

I enclose herewith the form of undertaking signed by me.

Yours faithfully,

(Name & Signature)

ANNEXURE 2

FORMAT OF UNDERTAKING TO BE PROVIDED WITH AN APPLICATION FOR PRE-CLEARANCE

UNDERTAKING

To,
Camlin Fine Sciences Limited,
Mumbai

I, _____, _____ of the Company
residing at _____, am desirous of dealing
in _____ * shares of the Company as mentioned in my application dated _____
for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information (as defined in the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Insiders (the Code)) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Unpublished 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 the securities of the Company until such information becomes generally available.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time. I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval failing which I shall seek fresh pre-clearance. I declare that I have made full and true disclosure on the matter.

I am aware that I shall be liable to face penal consequences as set forth in the Code including sanctions and disciplinary action, 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 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.

Signature : _____

Date :

* Indicate number of shares



Registered Office:

Camlin Fine Sciences Limited, Floor 2 to 5, In G.S. Point, CST Road, Kalina, Santacruz (East), Mumbai 400 098.
CIN: L74100MH1993PLCO75361

16



+91 22 6700 1000



+91 22 2832 4404



corporate@camlinfs.com



www.camlinfs.com

ANNEXURE 3
FORMAT FOR PRE- CLEARANCE ORDER

To,
Name : _____
Designation : _____
Place : _____

This is to inform you that your request for trading in _____ (nos) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date), that is within 7 trading days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken, a 'Nil' report shall be necessary.

Yours faithfully,
for **Camlin Fine Sciences Limited**

COMPLIANCE OFFICER

Date : _____

Encl: Format for submission of details of transaction

**ANNEXURE 4
FORMAT FOR DISCLOSURE OF TRANSACTIONS**

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

To,
The Compliance Officer,
Camlin Fine Sciences Limited,
Mumbai

With reference to the Pre-Clearance order dated _____, I
_____ hereby inform that:

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

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

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree not to execute a contra trade of the above securities for a minimum period of six months.

In case there is any urgent need to sell the securities within the period of six months of purchase/subscription, I shall approach the Compliance Officer for necessary approval.

I declare that the above information is correct and that no provisions of the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Insiders and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature : _____

Name :

Designation:

Date : _____



Registered Office:

Camlin Fine Sciences Limited, Floor 2 to 5, In G.S. Point, CST Road, Kalina, Santacruz (East), Mumbai 400 098.
CIN: L74100MH1993PLCO75361

18



+91 22 6700 1000



+91 22 2832 4404



corporate@camlinfs.com



www.camlinfs.com

**ANNEXURE 5
FORMAT FOR INITIAL DISCLOSURE OF SECURITIES**

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: _____

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) of the PIT Regulations.

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/ employee/ Directors/members of the promoter group /immediate relatives 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 group		% of Shareholding	
			Type of Security (For eg. Shares, Warrants, Convertible Debentures, Rights entitlements, etc.	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

 **Registered Office:**

Camlin Fine Sciences Limited, Floor 2 to 5, In G.S. Point, CST Road, Kalina, Santacruz (East), Mumbai 400 098.
CIN: L74100MH1993PLCO75361

19

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) of the PIT Regulations.

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:
 Designation:
 Date:

 Place:

ANNEXURE 6

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015
 [Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]
 Name of the Company: 3i Infotech Limited

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) of the PIT Regulations.

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Director/s/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		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 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: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

 **Registered Office:**
 Camlin Fine Sciences Limited, Floor 2 to 5, In G.S. Point, CST Road, Kalina, Santacruz (East), Mumbai 400 098.
 CIN: L74100MH1993PLC075361

 +91 22 6700 1000  +91 22 2832 4404  corporate@camlinfs.com  www.camlinfs.com

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) of the PIT Regulations.

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:
 Designation:
 Date:
 Place: