



# **MITSU CHEM PLAST LIMITED**

**Reg. Off: 329, GALA COMPLEX, 3RD FLOOR, DIN DAYAL UPADHYAY MARG,  
MULUND (W), MUMBAI – 400 080.**

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**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT  
TRADING IN SECURITIES OF THE COMPANY**

## 1. **Introduction:**

The Board of Directors of Mitsu Chem Plast Limited (the “Company”) has adopted this Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time (“Regulations”).

## 2. **Purpose of this Code**

This Code is applicable to all Designated Persons and their Immediate Relative(s) of the Company and prohibits them from:

- (i) Trading / Dealing either on his/her behalf or through any agent or on behalf of any other person in the Securities of the Company when in possession of Unpublished Price Sensitive Information (“UPSI”); and/or
- (ii) Communicating, providing or allowing access directly or indirectly, to any UPSI relating to Securities of the Company to any person.

The Code also serves to implement the requirements of the Regulations on such matters.

It is clarified that the above shall not be applicable to any communication which is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations by an Insider who is in possession of UPSI.

## 3. **Definitions:**

As used in this Code:

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

“**Board**” means Board of Directors of the Company.

“**Code**” means this Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company, as applicable, including modifications made thereto from time-to-time.

“**Company**” means Mitsu Chem Plast Limited.

“**Compliance Officer**” means any person designated as the Compliance Officer of the Company in accordance with the requirements as stipulated under the Regulations.

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**“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); 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 immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

**“Designated Persons”** means: -

- (i) all Directors and Key Managerial Personnel;
- (ii) all Promoters of the Company and Promoters who are individuals or investment companies for intermediaries or fiduciaries;
- (iii) Chief Executive Officer and employees upto two levels below Chief Executive Officer of the intermediary, fiduciary and its material subsidiaries, if any, irrespective of their functional role in the organization or ability to have access to UPSI;
- (iv) Any other persons, including members of the support staff of the Company, intermediary or fiduciary such as IT Staff or secretarial staff who have access to UPSI, as may be identified and decided by the Managing Director of the Company in consultation with the Compliance Officer, from time to time;

**“Director”** means a member of the Board of Directors of the Company.

**“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis, such as information published on websites of stock exchanges.

**“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”** An insider means any person who is:

- (i) a Connected Person or
- (ii) in possession of or having access to UPSI.

**“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.

**“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.

**“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

**“Trading Day”** means a day on which the recognized stock exchanges in India are open for trading.

**“Unpublished Price Sensitive Information”/ “UPSI”** means any information, which relates, directly or indirectly, to the Company or its securities, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities of the Company.

All terms used in this Code but not defined hereinabove shall have the meanings ascribed to them under the Companies Act, 2013 or Securities and Exchange Board of India Act, 1992 or Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations,

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2015 or the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and rules and regulations made thereunder and as may be amended from time to time.

**4. Compliance Officer:**

The Board of the Company shall appoint the Company Secretary as the Compliance Officer to ensure the compliance and effective implementation of these Regulations and Code across the Company. The Compliance Officer shall work under the overall supervision of the Board of Directors of the Company and discharge other functions and duties as prescribed in the Code and the Regulations.

The Compliance Officer shall report to the Board of Directors for matters concerning this Code.

The Board of Directors shall in consultation with the Compliance Officer specify the designated persons to be covered by this Code on the basis of their role and function in the organization.

In the event the position of the Compliance Officer falling vacant, till such time a successor is appointed, the Chief Financial Officer of the Company shall be entitled to designate himself or any senior person of the Company to act as the Compliance Officer under this Code, for the interim period.

**5. DUTIES OF THE COMPLIANCE OFFICER**

The Compliance Officer shall be responsible for *inter alia*:

- a) setting forth policies in relation to the implementation of the Code and the Regulations in consultation with the Board / Audit Committee;
- b) prescribing procedures for various activities referred in the Code;
- c) compliance with the policies and procedures referred hereinabove;
- d) monitoring adherence to the rules for the preservation of UPSI;
- e) grant of pre-trading approvals to the Designated Persons (including on behalf of their Immediate Relatives) for Trading in the Securities of the Company or any Securities by them / their Immediate Relatives and monitoring of such Trading;
- f) implementation of this Code under the general supervision of the Board / Audit Committee.

The Compliance Officer shall seek record (in electronic form) of the Designated Persons and their Immediate Relative and changes thereto from time-to-time.

The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding these Regulations and Code.

## 6. Handling of UPSI

### a) Preservation of Unpublished Price Sensitive Information

A Designated Person shall maintain the confidentiality of all UPSI coming into their possession or control.

To comply with this confidentiality obligation, such Designated Person shall not:

- a) communicate, provide or allow access of UPSI to any person directly or indirectly, including by way of making a recommendation for the purchase or sale of Securities unless such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations; or
- b) discuss UPSI in public places, or
- c) disclose UPSI to any Employee who does not *need to know* the information for discharging his or her duties, or
- d) recommend to anyone to undertake Trading or undertake Trading (including an Immediate Relative) in Securities while being in possession, control or knowledge of UPSI.

### b) Need to know / Chinese Wall:

A Designated Person, who is privy to UPSI, shall handle the information known to him/her strictly on a “*Need to Know*” basis. This means the UPSI shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information. In the event that the Designated Person is sharing or communicating or disclosing information on any other basis, then the same shall be done with the consent of the Compliance Officer.

### d) Limited access to confidential information:

An Designated Person privy to UPSI shall at all times preserve the confidentiality of information and prevent its wrongful dissemination. The UPSI shall adopt the safeguards / follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function.

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e) **Maintenance of Structured Digital Database:**

A structured digital database shall be maintained containing the names and such other details required under the Regulations of such persons or entities, as the case may be, with whom UPSI is shared under this Code or the Regulations. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

7. **Trading Window:**

The Trading Window for Trading in Securities of the Company shall be closed for the Designated Persons and/or their Immediate Relative for such period as may be determined by the Compliance Officer, when a Designated Person or class of Designated Persons are reasonably expected to have UPSI.

Provided that in connection with the declaration of financial results on quarterly /half yearly/yearly basis, the Trading Window can remain closed from the end of the every quarter till 48 hours after the declaration of financial results.

All the Designated Persons or their Immediate Relative shall strictly conduct Trading in the Securities of the Company only when the Trading Window is open and no Designated Person or their Immediate Relative shall trade in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time. The period during which the trading window is closed shall be termed as prohibited period.

8. **Pre-Clearance of Deals**

a) **Applicability:**

Every Designated Person (including on behalf of its Immediate Relative, who propose to execute Trade) who intends to trade in the Securities of the Company, when trading window is open, shall obtain a *pre-trading* approval for Trading in Securities of the Company, 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 Lakhs. The aforesaid requirement of obtaining pre-clearance will also apply for trading in Securities by the Designated Person through portfolio management services in any manner. **(Refer Annexure I)**

b) **Pre-Trading Procedure:**

The authority for pre-clearance of trades shall be as under:

<b>Trading by following designated persons (including their immediate relatives)</b>	<b>Authority for Preclearance</b>
Directors & Promoters	Compliance Officer
Other Designated Employees	
Compliance Officer	Audit Committee

Prior to approving any trades, the Compliance Officer or the concerned authority shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. The authority shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

**c) Approval:**

The approval shall be granted within 7 (seven) trading days or such further time from the date of acknowledgement. In exceptional circumstances approval may not be given if there are reasons to believe that the proposed transaction is on the basis of possession of any UPSI. There shall be no obligation to give reasons for any withholding of approval.

In the absence of the Compliance Officer due to leave etc., the Employee designated by him/her from time-to-time, shall discharge the function referred above.

**d) Completion of Pre-cleared Trading:**

Designated Persons who seeks pre-clearance shall execute the trade(s) in respect of securities of the Company within 7 (seven) trading days from the date of the approval for pre-clearance or such shorter period as may be specified in the pre-clearance approval. If the transaction is not executed within the time specified in the pre-clearance approval, the person shall preclear the transaction again.

Designated Persons who have dealt in securities of the Company after obtaining pre-clearance as aforesaid shall within 2 (two) trading days of such trading inform the actual details of their transaction(s) to the Compliance Officer. **(Refer Annexure II)**

**d) Restricted List**

The Company prohibits trading in Securities of other listed companies and shall maintain a list of such listed companies ("Restricted List"). A Designated Person and its Immediate Relative shall not be permitted to trade in Securities of other listed companies, that are on the Restricted List.

The Restricted List shall comprise of Securities of listed companies in which the company is considering / discussing a proposal of investing or providing credit facility, which will make the Company or any Designated Person privy to UPSI of such listed company.



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The Compliance Officer shall confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

**e) Advice regarding Pre-Clearance:**

In case of doubt, the Designated Person shall check with the Compliance Officer or the Officer designated by him/her from time-to-time whether the provisions relating to pre-clearance are applicable to any proposed transaction in the Securities of any company.

**9. Contra Transactions in the Securities:**

The Designated Persons and/or their Immediate Relatives, who trade in Securities of the Company shall not enter into a contra transaction/ trade in the Securities of the Company for a period of not less than 6 (six) months from the execution of the trade.

**10. Disclosure Requirements:**

**a) Initial Disclosure:**

Every person on appointment as a key managerial personnel or a Director of the Company or upon becoming a Promoter of the Company shall disclose their holding, and the holding of their Immediate Relative and of any other person for whom such person takes trading decisions, in the Securities of the Company (including derivatives) as on the date of appointment or becoming a Promoter, to the Company within 7 (seven) days of such appointment or becoming a Promoter, as the case may be, in prescribed format (**Refer Annexure III**).

**b) Continual disclosure:**

Every Promoter, Director and Employee of the Company shall disclose in prescribed format (**refer Annexure IV**) to the Compliance Officer the number of such Securities (including derivatives) of the Company acquired or disposed by them or their Immediate Relatives and by any other person for whom such person takes trading decisions, within 2 (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 lakhs or such other value as may be specified. The Company shall notify the particulars of such trading to the stock exchange on which its Securities are listed within 2 (two) Trading Days of receipt of disclosure or from becoming aware of such information.

c) **Annual Disclosure:**

The Designated Persons shall make an Annual Disclosure to the Company, of holding in Securities, by such Designated Persons or their Immediate Relative or such other person(s) for whom such Designated Persons takes trading decisions as on March 31, every year. (Refer Annexure V)

d) **Disclosures by other connected persons:**

The Company 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 this Code and Regulations. (Refer Annexure VI)

11. **Penalty for Contravention:**

Every Designated Person shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives).

The persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of an Employee may include wage freeze, suspension, recovery, disgorgement of profits, ineligibility for future participation in ESOP, or termination of employment, etc. as may be decided by the Chief Financial Officer or the Board of Directors of the Company.

Action taken by the Company for violation of these Regulations and Code against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

Any contravention of provisions of this Code, will also be subject to provisions laid down under the Companies Act, 2013.

In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any person, he/she shall forthwith inform the Chief Financial Officer or the Board of the Company about the violation and necessary penal action will be initiated by the Company.

12. **Clarifications:**

For all queries concerning this Code, please contact the Compliance Officer.

**Annexure I**  
**Application for Pre-clearance of Trades in Securities**

**To**  
**The Compliance Officer**  
**Mitsu Chem Plast Limited**

Dear Sir/ Madam,

**APPLICATION FOR PRE-TRADING APPROVAL IN SECURITIES OF THE COMPANY**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information of Mitsu Chem Plast Limited (“Code”), I seek approval for purchase/sale/ subscription of the \_\_\_\_\_ Securities (including derivatives) of the Company as per the details given below:

1	Name of the applicant	
2	Designation	
3	Department	
4	Relationship with the Applicant (Self/Immediate Relative)	
5	Number of securities held as on date	
6	Folio No. / DP ID / Client ID No.	
7	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Pledge
8	Proposed date of trading in securities	
9	Estimated number of securities proposed to be purchased/subscribed/sold/pledge	
10	Current market price in Rs. (as on date of application)	
11	Whether the proposed transaction will be through stock exchange or off-market trade	
12	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

\_\_\_\_\_  
Name:  
Designation:  
Date:  
Place:

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**UNDERTAKING:**

With reference to my application for pre-clearance of trades in securities, I solemnly confirm and declare:

1. THAT I do not have access and /or have not received any “Unpublished Price Sensitive Information” up to the time of signing the undertaking.
2. THAT in case I have access to or receive “Unpublished Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and THAT I shall refrain from dealing in the securities of the Company till the time such information becomes public.
3. THAT I have not contravened the Code, as notified by the Company from time to time.
4. THAT 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.
5. THAT I have made a full and true disclosure in this regard to the best of my knowledge and belief.
6. THAT I hereby undertake not to transact in securities in the sanctioned period in case trading window is declared closed subsequently.
7. THAT I hereby undertaken not to make contra trade transactions in the securities of the company.

Pre-clearance may kindly be accorded in terms of provisions of the Code of the company.

\_\_\_\_\_  
Name:  
Designation:  
Date:  
Place:

*Notes:*

*-The Applicant and their Immediate Relatives shall execute their transactions in respect of Securities of the Company within 7 Trading Days from the date of pre-clearance after which pre-clearance will lapse. Thereafter, a fresh pre-clearance will be needed for the Trades to be executed.*

*-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 Trading Days from the date of pre-clearance by the Compliance Officer.*

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**FOR OFFICE USE**

Date & time of receipt of the Application :  
Date & time of communication of the pre-clearance or otherwise:  
Reasons for not giving pre-clearance:  
Signature of the Compliance Officer /Authorised Officer:

**Annexure II**  
**Disclosure of Dealings**

**Date:**

**To**  
**The Compliance Officer**  
**Mitsu Chem Plast Limited**

Dear Sir/ Madam,

**DETAILS OF DEALINGS:**

I hereby inform you that I/ my Immediate Relative(s) have for purchase/sale/ subscription of the \_\_\_\_\_ Securities (including derivatives) of the Company as per the details given below:

<b>DP ID/ Client ID/ Folio No. where the securities credited/ debited</b>	<b>Name of the Holder</b>	<b>First holder/ Joint Holder</b>	<b>Type and No. of Securities</b>	<b>Type of Transaction (purchase/sale/ subscription)</b>	<b>Price per Security (In Rs.)</b>

In connection with the aforesaid dealing (s), I hereby undertake to preserve, for a period of 3 (three) years and produce to the Compliance Officer/SEBI any of the following documents:

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

I declare that the above information is correct and that no provisions of the Company and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

\_\_\_\_\_  
Name:  
Designation:  
Date:  
Place:

**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: Mitsu Chem Plast Limited

ISIN of the company: INE317V01016

**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 group		% of Share holding
			Type of securities (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.

**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 V**

**ANNUAL DISCLOSURE**

To  
**The Compliance Officer**  
**Mitsu Chem Plast Limited**

**Name of the Designated Person:**  
**PAN or other identifier authorized by law:**  
**Phone/Mobile/Cell No.:**  
**Name of educational institution from which graduated:**  
**Name of the past organization worked for:**

Details of my Immediate Relatives\*:

A	B	C	D	E
<b>Name</b>	<b>PAN or other identifier authorized by law</b>	<b>Details of other identifier authorized by law if mentioned in Column B</b>	<b>Phone/Mobile/Cell No.</b>	<b>No. of shares held of the Company</b>

(\*The term "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.)

Details of persons with whom I have a material financial relationship and/or I consult or provide consultation to<sup>§</sup>:

A	B	C	D	E
<b>Name</b>	<b>PAN or other identifier authorized by law</b>	<b>Details of other identifier authorized by law if mentioned in Column B</b>	<b>Phone/Mobile/Cell No.</b>	<b>No. of shares held of the Company</b>

(<sup>§</sup>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 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.)

I declare that above details are true, correct and complete in all respect to the best of my knowledge.

Signature:

Name:

Designation: