

# TRINETRA CEMENT LIMITED

## TCL CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

(As approved by the Board of Directors on 29<sup>th</sup> May 2015)

### 1. Short Title and Commencement:

- 1.1 The Code of Conduct for Prevention of Insider Trading is framed pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 with the approval of the Board of Directors of the Company at their meeting held on 29<sup>th</sup> May 2015. This code shall be called the “TCL Code of Conduct for Prevention of Insider Trading” (hereinafter referred to as “TCL Code”) and it shall come into force with immediate effect. TCL Code set out certain practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to the fair principles as detailed in Annexure A.
- 1.2 The existing “Code of Conduct for Prevention of Insider Trading” framed pursuant Securities And Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 shall be replaced with this “TCL Code of Conduct for Prevention of Insider Trading”.

### 2. Applicability:

TCL Code shall be applicable to:

- (a) All the Directors of the Company and immediate Relatives of the Directors;
- (b) The Designated Employees of the Company and immediate Relatives of Designated Employees; and
- (c) Employees and other connected persons.

### 3. Definitions:

- (a) “**Act**” means the Securities and Exchange Board of India Act, 1992.
- (b) “**Board**” means the Board of Directors of the Company.
- (c) “**Company**” means Trinetra Cement Limited;
- (d) “**Code**” or “**Code of Conduct**” shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Trinetra Cement Limited as amended from time to time.
- (e) “**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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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 recognized 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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
  
- (f) **Designated Employee(s)** shall include :
  - (i) Directors and immediate Relatives;
  - (ii) Key Managerial Personnel as defined under Section 2(51) of the Companies Act, 2013 and their immediate Relatives;
  - (iii) Chief of Plant(s), all employees in the Departments located at the Company's Registered and Corporate Office at Chennai and plants, marketing offices and their immediate relatives;
  - (iv) Auditors of the Company and their immediate relatives;
  - (v) Any other employee as may be determined and informed by the Compliance Officer from time to time.

- (g) "**Designated Person(s)**" shall include:
- (i) Designated Employees;
  - (ii) Connected Person; and
  - (iii) such Employees as identified by the Compliance Officer in consultation with the Board in line with the objectives of the Code.
- (h) "**Generally available Information**" means information that is accessible to the public on a non-discriminatory basis.
- (i) "**Immediate Relative**" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities
- (j) "**Insider**" means any person who is,
- (i) a connected person; or
  - (ii) in possession of or having access to unpublished price sensitive information.
- (k) "**Promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof:
- (l) "**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;
- (m) "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- (n) "**Trading day**" means a day on which the recognized stock exchanges are open for trading;
- (o) "**Takeover regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

### 3. Compliance Officer:

- 3.1 The Company Secretary has been appointed as the Compliance Officer for the purposes of this Code and the Insider Trading Regulations. He shall report to the Chairman of the Company.

- 3.2 The Compliance Officer shall be responsible for compliance policies, procedures, maintenance of records, monitoring adherence to the Rules for the preservation of “Unpublished Price Sensitive Information”, pre-clearing of Designated Persons’ trades, monitoring of trades and the implementation of the TCL Code under the overall supervision of the Board of Directors of the Company.
- 3.3 The Compliance Officer shall maintain a record of the insiders and Designated Persons and any changes made therein.
- 3.4 The Compliance Officer shall report on insider trading to the Board of Directors of the Company 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.
- 3.5 The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding Insider Trading Regulations and TCL Code.

#### **4. Preservation of “Price Sensitive Information”:**

- 4.1 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 including any insiders except in furtherance of the legitimate purposes, performance of duties or discharge of his legal obligations.
- 4.2 Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
  - an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company;
  - not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction 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 of Directors may determine.
- 4.3 The Board of Directors 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 under Clause 4.1 confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information

4.4 “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, delisting, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel;
- (vi) material events in accordance with the listing agreement; and
- (vii) any other matters that may be decided by the Board.

4.4.1 Unpublished Price Sensitive Information is to be handled on a “need to know” basis i.e., Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duties and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All non-public unpublished information directly received by any employee should immediately be reported to the Head of the Department.

#### **4.5 Limited Access to Confidential Information:**

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

### **5. Prevention of Misuse of Price Sensitive Information :**

5.1 All the Designated Persons shall be subject to trading restrictions as enumerated below:

#### **5.2 Trading Window :**

The trading window is applicable to designated persons and shall also to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

##### **5.2.1 Closing of Trading Window:**

The trading window shall be closed when the compliance officer determines that a designated person(s) can reasonably be expected to have possession of unpublished price sensitive information.

#### 5.2.2 Trading at the time of Closure of Trading Window:

During closure of trading window, Designated Persons shall not trade in the securities of the Company.

#### 5.2.3 Opening of Trading Window:

After taking into account various factors including UPSI in question becoming generally available and being capable of assimilation by the market, the Compliance Officer shall determine timing of re-opening of the trading window however in any event it shall be 48 hours after the information becomes generally available.

#### 5.2.4 The Trading Window shall be, inter alia, closed at the time of:

- (a) Declaration of Financial Results (quarterly, half-yearly and annual);
- (b) Declaration of Dividends (interim and final);
- (c) Issue of Securities by way of public/rights/bonus etc.;
- (d) Any major expansion plans or execution of new projects;
- (e) Amalgamation, mergers, takeovers and buy-back;
- (f) Disposal of whole or substantially whole of the undertaking;
- (g) Any changes in policies, plans or operations of the Company.

5.2.5 All designated persons and 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, shall conduct all their dealings in the securities of the Company only in a valid Trading Window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when trading window is closed, as referred to in Para 5.2.4 or during any other period as may be specified by the Company through Compliance Officer from time to time.

5.2.6 In case of ESOSs, exercise of option may be allowed in the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOSs shall not be allowed when Trading Window is closed.

### 5.3 Pre-Clearance of Trades :

5.3.1 All designated persons who intend to deal in the securities of the Company when the trading window is open and the value of the securities proposed to be traded is above Rs.10 lakhs should obtain pre-clearance of the transactions from the Compliance Officer

as per the pre-dealing procedure as described hereunder. 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 not closed.

5.3.2 An Application may be made to the Compliance Officer as per the Format given in the Annexure-I.

{For the purpose of arriving at the Market value of the shares, the material date shall be the date mentioned by the applicant in the application to the Compliance Officer (Annexure-I)}

5.3.3 An Undertaking, as per Annexure-II, shall be executed in favour of the Company by such designated persons.

5.3.4 The Compliance officer Pre-clearance approval as per Annexure-III

## **6. Other Restrictions :**

- 6.1 All designated persons shall execute their order in respect of securities of the Company within 7 trading days after the approval of pre-clearance is given. They shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed in Annexure IV (Form C of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015). If the order is not executed within 7 trading days after the approval is given, the designated persons must get the transaction pre-cleared again.
- 6.2 All designated persons who buy or sell any number of shares 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 Directors, Designated Employees, and Auditors and their spouse and dependents shall also not take positions in derivative transactions in the shares of the Company at any time. If 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 Securities and Exchange Board of India for credit to the Investor Protection and Education Fund. In the case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- 6.3 In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/her reasons in this regard.
- 6.4 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 not closed.

## **7. Reporting Requirements for Transaction in Securities :**

### **7.1 Initial Disclosure:**

Every Designated Employees shall disclose within 7 days of appointment, the number of shares or voting rights held and positions taken in derivatives as on the date of appointment, in Annexure-V (Form B of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015) to the Company.

### **7.2 Continual Disclosure :**

Every Designated Employees shall disclose to the Company in Annexure-IV (Form C of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015), the number of such securities acquired or disposed of include trading in derivatives of securities and the traded value of the derivatives, within 2 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.

### **7.3 Disclosure by other connected person**

The other connected person or class of connected persons may require to make disclosures of holdings and trading in securities of the Company in Annexure VI (**Form D** of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015), and at such frequency as may be determined by the Compliance Officer.

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

7.5 The Compliance Officer shall place before the Chairman of the Company on a half yearly basis all the details of the dealings in the securities of the Company by the designated persons and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this Code.

## **8. Trading when in possession of unpublished price sensitive information:**

8.1 Subject to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, no insider shall either on his own behalf or on behalf of any other person, trade in securities of the Company that are listed or proposed to be listed on any stock exchange when in possession of any unpublished price sensitive information.

8.2 The onus of establishing that they were not in possession of unpublished price sensitive information shall be on the Connected Person.

## **9. Trading Plan:**

9.1 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.



9.2 Such 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 issuer of the securities 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;
- (vi) not entail trading in securities for market abuse; and
- (vii) Application for Trading Plan shall be given in Annexure VII.

9.3 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.

9.4 The trading plan once approved 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.

9.5 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 and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of clause 8.1 above.

9.6 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

9.7 Letter of intimation of approval of Trading plan is at Annexure - VIII.

9.8 Such Insider is required to intimate the Compliance Officer regarding execution of trading plan within 2 trading days of each transaction intimated under the trading plan as per proforma provided in Annexure – IV.

9.9 The Compliance Officer shall maintain a register of trading plan of securities by the Insiders and notification to Stock as given in REG-I.

## **10. Penalty for contravention of Code of Conduct :**

- 10.1 Any designated persons who trade in the securities or communicate any information for trading in securities in contravention of the code of conduct will be penalised and appropriate action will be taken by the Company.
- 10.2 Designated persons who violate the TCL Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employees' stock option plans, etc.
- 10.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

## **11. Information to SEBI in case of violation of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015:**

In case it is observed by the Company / Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be informed thereof by the Company.

**Annexure – A**

**CODE OF CORPORATE FAIR DISCLOSURE PRACTICES FOR  
PREVENTION OF INSIDER TRADING**

(Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading)  
Regulations, 2015)

1. Unpublished Price Sensitive Information (UPSI) which will impact on price of Security shall be promptly disclosed to general public.
2. UPSI shall be not be disseminated selectively but it should be disseminated uniformly and universally.
3. Compliance Officer shall be a chief investor relations officer to deal with dissemination of information and disclosure of UPSI.
4. The Company shall give appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
5. The following practice shall be complied while meeting/conferences with analysts and research personnel:
  - 5.1 No UPSI shall be shared with them and only information available in public domain shall be shared.
  - 5.2 Transcripts or records of proceedings of meeting with them shall be placed on website of the Company.
6. All UPSI shall be handled on a need-to-know basis.

## ANNEXURE I

(See Clause 5.3.2 of TCL Code of Conduct for Prevention of Insider Trading)

### APPLICATION FOR PRE – CLEARANCE

Date: \_\_\_\_\_

To:

The Compliance Officer  
Trinetra Cement Limited  
“Dhun Building” ,827, Anna Salai,  
Chennai – 600 002.

Dear Sir,

### APPLICATION FOR PRE-CLEARANCE FOR DEALING IN SECURITIES OF THE COMPANY

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the TCL Code of Conduct for Prevention of Insider Trading, I seek approval for Purchase / Sale / Subscription of the \_\_\_\_\_ securities (give description) of Trinetra Cement Limited as per the details given below:

(1) Name of Director / KMP / Connected Person / Auditor/ Designated Employee }:

EMP No. : \_\_\_\_\_ Designation : \_\_\_\_\_

Department : \_\_\_\_\_ Location : \_\_\_\_\_

(2) Name of their Immediate Relative(s) proposing to buy / subscribe / sell and his/her relationship with the Director / KMP/ Connected Person / Auditor/ Designated Employee }:

Nature of transaction (Buy / Sell/ Subscribe)	* Name of proposed Buyer / Seller	Estimated no. of securities proposed to be acquired/ sold	**Date of Purchase / Allotment	Price at which the transaction is proposed & Current market price	***Previous approval No. & Date of Purchase / Allotment	Folio No. / DP ID & Client ID & Name of DP where securities will be credited / debited	No. of Securities held in such Account / Folio	Whether proposed transaction will be through Stock Exchange or Off-market deal

\* applicable for off market transaction.

\*\* applicable only if the application is in respect of sale of Securities.

\*\*\* applicable only if the application is in respect of sale of Securities for which an earlier purchase sanction was granted by the Compliance Officer.

I enclose an undertaking, duly signed, as per the format provided in Annexure-II.

Signature: \_\_\_\_\_

## ANNEXURE II

(See Clause 5.3.3 of TCL Code of Conduct for Prevention of Insider Trading)

Date:

To

The Compliance Officer  
Trinetra Cement Ltd.  
"Dhun Building" , 827, Anna Salai,  
Chennai – 600 002.

Dear Sir,

### **Sub.: Undertaking under TCL Code**

In pursuance of TCL Code, I hereby undertake that:

- (a) I do not have any access or have not received "Unpublished Price Sensitive Information" upto the time of signing this Undertaking.
- (b) In case I have access to or receive "Price Sensitive Information" after signing of this Undertaking but before the execution of the transaction for which the approval is sought, I shall inform the Compliance Officer of the change in my position and I will completely refrain from dealing in the securities of the Company till such information becomes public.
- (c) I have not contravened the TCL Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time.
- (d) I declare that I have not executed any opposite transaction in past six months and not contravened the provisions of the Code as notified by the Company from time to time.
- (e) I undertake to submit the necessary report within 2 days of execution of the transaction / a Nil report if the transaction is not undertaken.
- (f) If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval failing which I shall seek pre-clearance.
- (g) I am aware that, I shall be liable to face penal consequences as set forth in the TCL 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.
- (h) I hereby undertake **not** to transact in Securities in the sanctioned period in case trading window is declared closed subsequently.
- (i) I have made full and true disclosure in the matter.

Yours faithfully,

Signature :  
Name :  
Designation:

# ANNEXURE III

## APPROVAL OF PRE- CLEARANCE

(See Clause 5.3.4 of TCL Code of Conduct for Prevention of Insider Trading)

Date:

To:

Name :  
Designation :  
EMP No. :

Dear Sir / Madam,

### **Sub.: Pre-clearance for dealing in securities of the Company**

This is with reference to your Application and Undertaking for Pre-clearance dated \_\_\_\_\_, we would like to inform you that your application to purchase / sale \_\_\_\_\_ equity shares of the Company is hereby approved / rejected.

Now, you may execute your trade within 7 trading days i.e. \_\_\_\_\_. Further, you are required to submit a report of your trade details within two trading days from trade. In case, no trade is executed, you are required to submit a 'Nil' report.

In case, you do not execute a trade before \_\_\_\_\_, you shall submit a fresh pre-clearance application before executing any transaction in the Securities of the Company.

In this regard, we invite your kind attention to the following Clauses of the TCL Code which are reproduced below for Compliance.

**Clause 6.1** : "All designated persons - shall execute their order in respect of securities of the Company within 7 trading days after the approval of pre-clearance is given. They shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed in Annexure IV (Form C of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015). If the order is not executed within 7 trading days after the approval is given, the designated persons must get the transaction pre-cleared again."

**Clause 6.2** : "All designated persons who buy or sell any number of shares 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 Directors, Designated Employees, and Auditor and their spouse and dependents shall also not take positions in derivative transactions in the shares of the Company at any time. If 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 Securities and Exchange Board of India for credit to the Investor Protection and Education Fund."

The aforesaid approval is also subject to other restrictions stipulated in the TCL Code and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Thanking you,

Yours faithfully,  
**for TRINETRA CEMENT LIMITED**

**COMPLIANCE OFFICER**

**FORM C**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (2) read with Regulation 6(2)]**

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

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

**Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN, & address of Promoter/ Employee /Director with contact Nos.	Category of Person (Promoter/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public / rights/ preferential offer / off market/ Inter-se transfer, etc	Trading in derivatives(Specify type of contract, Futures or Options, etc.)				Exchange on which the trade was executed	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures, etc.)	No.	Pre-transaction	Post transaction	From	To			Buy		Sell			
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)		
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	

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

Signature:

Designation:

EMP No.:

Date:

Place:

**FORM B**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (1) (b) read with Regulation 6(2)]**

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 of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN & Address with contact Nos.	Category of Person (Promoters/ KMP / Directors/ immediate Relatives / others etc.)	Date of appointment of Director / KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/KMP		% of Share-holding	Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/ KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/ appointment of Director/ KMP	
			Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7	8	9	10

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

Signature:

Designation:

Date:

Place:



**FORM D(Indicative format)**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**Regulation 7(3) – Transactions by Other connected persons as identified by the company**

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact Nos..	Connection with company)	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public/ rights/ preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc.)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrant, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Signature:

Designation:

Date:

Place:

**ANNEXURE VII**

(See Clause 9.2 of TCL Code of Conduct for Prevention of Insider Trading)

**APPLICATION FOR TRADING PLAN**

Date:

To:

The Compliance Officer  
Trinetra Cement Ltd.  
"Dhun Building" ,827, Anna Salai,  
Chennai – 600 002.

Dear Sir,

**APPLICATION FOR TRADING PLAN FOR DEALING IN SECURITIES OF THE COMPANY**

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the TCL Code of Conduct for Prevention of Insider Trading, I seek approval for trading plan in \_\_\_\_\_ Securities of Trinetra Cement Limited as per the details given below:

Name of Director / KMP /  
Connected Person / Auditor/  
Designated Employee

} : \_\_\_\_\_

EMP No. : \_\_\_\_\_

Designation : \_\_\_\_\_

Department : \_\_\_\_\_

Location : \_\_\_\_\_

Sl. No.	No. of Securities held (including that of the immediate relative as on the date of application)	Folio No. / DP ID & Client ID	Nature of new transaction for which approval is sought	Estimated number of Securities to be dealt	Estimated consideration value	Whether proposed transaction under self name or by immediate relative	Name of the Immediate relative, if the transaction is made by Immediate Relatives	Proposed Date of Trades/ Date of allotment	Previous approval no. and date of purchase/ allotment

## **UNDERTAKING**

In this connection I solemnly confirm and declare that:

- a) I do not have any access or have not received “Unpublished Price Sensitive Information” upto the time of signing this Undertaking.
- b) The trading plan once approved shall be irrevocable and I shall mandatorily 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.
- c) The implementation of the trading plan shall not be commenced if any unpublished price sensitive information in my possession at the time of the formulation of the plan has not become generally available at the time of the commencement of implementation.
- (d) I have not contravened the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices as notified by the Company from time to time.
- (e) I shall adhere to the TCL Code.
- (f) I am aware that, I shall be liable to face penal consequences as set forth in the TCL 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.
- g) I have made full and true disclosure in the matter.

Pre-clearance for Trading Plan, may kindly be accorded in terms of provisions of the TCL Code of Conduct for Prevention of Insider Trading.

Yours faithfully,

Signature :

## **ANNEXURE VIII**

(See Clause 9.7 of TCL Code of Conduct for Prevention of Insider Trading)

### **LETTER OF INTIMATION OF FOR TRADING PLAN**

Date:

To:

Name :

Designation :

EMP No. :

Dear Sir / Madam,

#### **Sub.: Trading Plan for dealing in securities of the Company.**

This is with reference to your Application and Undertaking for Trading Plan dated\_\_\_\_\_, please be informed that you are hereby authorised/ not authorised to undertake the transaction(s) as detailed in your said application for approval of Trading Plan

Trading Plan shall be irrevocable and you have to mandatorily 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.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

Further, you are required to file the details of the executed transactions (in Annexure IV) within 2 trading days from the date of transaction/deal.

In this regard, we request you to comply Clause 6.1 & 6.2 of the TCL Code of Conduct for Prevention of Insider Trading.

The aforesaid approval is also subject to other restrictions stipulated in the TCL Code & Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Thanking you,

Yours faithfully,  
For **TRINETRA CEMENT LIMITED**

**COMPLIANCE OFFICER**

**REG-I**

**REGISTER OF APPROVAL OF TRADING PLAN IN SECURITIES AND NOTIFICATION TO STOCK EXCHANGES**

Sl. No	Name	Designation	Department	Date & Time of Receipt of Trading Plan Application	Nature of Transaction	Estimated Number of Securities indicated in the Application
1	2	3	4	5	6	7

Estimated Consideration Value indicated in the Application	Name of the immediate Relative if the Transaction is in the Name of the Immediate Relative	Date of communication of the Approval by the Compliance Officer	Reasons for non approval, if not cleared	Number of securities actually traded	Date of notification to Stock Exchanges	Remarks
8	9	10	11	12	13	14