

**CODE OF CONDUCT
TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED
PERSONS
[Under Regulation 9 (1) and (2) of SEBI (Prohibition of Insider Trading)
Regulations, 2015, as Amended]**

Introduction

The Code of Conduct to Regulate, Monitor and Report Trading by Insiders pursuant to the provisions of the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 was formulated and adopted by the Board of Directors (“the Board”) of TIL Limited (“the Company”) at its meeting held on 8th February, 2016.

Pursuant to amendment of the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 by the Securities & Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“the Regulations”), the aforesaid Code was amended and also renamed as the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons (“the Code”) by the Board at its meeting held on 30th March, 2019.

Subsequent to the recent amendments to the Regulations being effective from 17th July, 2020, the Code has further been updated with the approval of the Board at its meeting held on 11th September, 2020.

The Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.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 stakeholders and in ensuring adherence to all laws and regulations, as modified from time to time.

1. Applicability

This Code shall be applicable to all designated persons and relatives of designated persons with effect from 1st April, 2019.

2. Definitions

- 2.1 “**Code**” means Code of Conduct to Regulate, Monitor and Report Trading by designated persons and immediate relatives of designated persons as modified from time to time.
- 2.2 “**Compliance Officer**” for the purpose of the Regulations and this Code means the Company Secretary of the Company.
- 2.3 “**Designated Employees**” of the Company shall include:
 - i. All Employees of the rank of General Managers and above;

- ii. All employees in the Finance & Accounts Department, Secretarial Department, Taxation Department and IT Department, except management trainees and
- iii. apprentice, who are located at the place(s) of preparation and consolidation of accounts and / or financial results;
- iv. Any employee of the Company, not falling under the above class but who has access to unpublished price sensitive information.

2.4 "**Designated Person**" means -

- i. Board of Directors and Promoters;
- ii. Key Managerial Personnel as defined in the Companies Act, 2013;
- iii. Designated Employees of the Company;
- iv. Connected person as defined in the Regulations

2.5 "**Immediate Relative**" shall have the same meaning as defined in the Regulations.

2.6 "**Insiders**" shall have the same meaning as defined under the Regulations and / or as decided by the Compliance Officer, in consultation with the Chairman & Managing Director of the Company, as and when required.

2.7 "**Specified Persons**" means all Directors, Connected Persons, Insiders, Employees, Promoters and their immediate relatives.

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the Regulations, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996), the Companies Act, 2013 (18 of 2013) and the Rules made thereunder and the Regulations shall have the meanings respectively assigned to them in those legislations.

3. Duties of the Compliance Officer

3.1 The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors and shall have access to all information and documents relating to the Securities of the Company for the aforesaid purpose.

3.2 Grant of pre-trading approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading.

3.3 The Compliance Officer shall maintain a record (either manual or in electronic form) of the Designated Persons and their Immediate Relatives and changes thereto from time-to-time.

3.4 The Compliance Officer shall assist all the Specified Persons in addressing any clarifications regarding the Regulations and this Code.

3.5 The Compliance Officer shall place a report to the Board and the Audit Committee on annual basis on the following:

- Status of compliance of the Code;
- Status of Compliance of the Code of Fair Disclosure;
- Details of trading in securities of the Company by Designated Persons;
- Violation(s), if any, of the Code.

4. Preservation of Unpublished Price Sensitive Information ("UPSI")

- 4.1 All information shall be handled within the organization on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except as prescribed under the Code of Fair Disclosure of the Company.

Unpublished price sensitive information may be communicated, provided, or allowed access to or procured, in connection with a transaction that would:

- entail an obligation to make an open offer under the takeover regulations where the Board of the Company is of an informed opinion that sharing of such information is in the best interest of the Company;
- not attract the obligation to make an open offer under the takeover regulations but where the Board of the Company is of an 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 may determine to be adequate and fair to cover all relevant and material facts.

However, any person in receipt of an unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for the purpose of this Code and due notice shall be given to such person to maintain confidentiality of the UPSI in compliance with these Regulations or shall be required to execute an agreement to maintain confidentiality, except for the purpose prescribed under the Act and shall not otherwise trade in securities of the Company when in possession of any UPSI.

- 4.2 UPSI shall be handled strictly on a "**Need to Know**" basis. This means that the UPSI shall be disclosed only to those persons who need to know the same in furtherance of a legitimate purpose, 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.
- 4.3 Files containing unpublished price sensitive information or any such related confidential information shall be kept secure. Computer files must have adequate security of login and password etc. Files containing confidential information should be deleted / destroyed on its expiry.
- 4.4 The Company shall follow the norms for Chinese walls procedure as per **ANNEXURE-A** to prevent the misuse of confidential information, which separates those areas of the Company which routinely have access to confidential information and for permitting any Designated Person to "cross the wall"

5. Trading by Insiders - Rules & Restrictions

5.1 No Insider shall trade in securities of the Company that are listed or proposed to be listed when in possession of unpublished price sensitive information provided that the Insider may defend his action by giving valid reasons of the circumstances like:

- (i) the transaction is an off-market inter-se transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of the applicable provisions and both parties had made a conscious and informed trade decision;
- (ii) in the case of non-individual Insiders: -
 - (a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
 - (b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- (iii) the trades were pursuant to a trading plan.

5.2 In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.

6. Trading Plan

6.1 Insider may formulate a trading plan and present the same to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan.

6.2 The following are the requirements of the trading plans:

- (i) Trading can be done after six months of commencement / public disclosure of the trading plan.
- (ii) Trading plan shall not entail trading for the period between twentieth trading day prior to 31st March of every year and the second trading day after the disclosure of financial results.
- (iii) The trading plan shall not be for less than 12 months.
- (iv) The Trading Plan shall not entail overlap of any period for which another trading plan is in existence.

(v) Insider shall 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.

6.3 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.

6.4 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 its 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.

7. Trading Window

7.1 The trading window shall be closed by the Compliance Officer from the end of every quarter and shall remain closed upto 48 hours after the declaration / publication of financial results.

7.2 The Designated persons and their immediate relatives can trade Company shares only when the trading window is open.

7.3 The trading window shall be closed when Compliance Officer determines that designated person or a class of designated person are expected to be in possession of unpublished price sensitive information, relating to the following matters / events:

(i) financial results;

(ii) dividends;

(iii) change in capital structure;

(iv) mergers, de-mergers, acquisitions, delisting, disposal and expansion of business and such other transactions; and

(v) changes in key managerial personnel;

7.4 The Compliance Officer shall take all reasonable steps to ensure that the designated persons and/or Insiders are informed in advance, about the date of closing and opening of the Trading Window.

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

8. Pre-clearance of trades

All Designated Persons or their immediate relatives, who intend to deal in the securities of the Company when the trading window is open and is the value of the proposed trades is above Rs. 10 lakhs (market value), whether in one transaction or a series of transactions over any

calendar quarter, should pre-clear the transaction. However, Designated Persons or their immediate relatives shall not be entitled to apply for pre-clearance of any proposed trade if such Designated Persons or their immediate relatives is in possession of UPSI even if the trading window is not closed and hence such Designated Persons or their immediate relatives shall not be allowed to trade. For pre-clearance following procedure should be followed:

- 8.1 An application be made to the Compliance Officer in the prescribed form for pre-clearance of the transaction if the threshold limit is likely to be exceeded.
- 8.2 To execute an undertaking in favour of the Company in the prescribed form.
- 8.3 The proposed transaction can be carried out only after receiving appropriate clearance from the Compliance Officer in prescribed form
- 8.4 The execution of the order in respect of the securities of the Company will have to be completed within 7 days from the date of such approval of pre-clearance. The details of such deal shall be submitted with the Compliance Officer in the prescribed form within 2 days of the execution of deal. In case the transaction is not undertaken a 'Nil' report shall be submitted within 2 days.
- 8.5 If the order is not executed within 7 days as specified above, the applicant must pre-clear the transaction again.
- 8.6 No contra trade shall be executed by the designated person within a period six months from date of execution of the pre-cleared trade.
- 8.7 The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the applicable regulations.
- 8.8 In case of execution of a contra trade, 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 & Exchange Board of India ("SEBI") for credit to the Investor Protection and Education Fund.

9. Reporting Requirements for Transactions in Securities

9.1 General:

- a) 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.
- b) 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 the purpose of this Code.
- c) The Compliance Officer may at his discretion or on requisition of the Audit Committee may require any other connected person or class of connected persons to make disclosures of holding and trading in securities of the Company

- d) The disclosures made under this Code and the Regulations shall be maintained for a period of five years.

9.2 **Initial Disclosures:**

- a) Every promoter, member of the promoter group, key managerial personnel and director, of the Company, within thirty days of these regulations taking effect, shall disclose his holding of securities of the Company as on the date of these Regulations taking effect, to the Company within thirty days of these Regulations taking effect in the prescribed Form.
- b) Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed Form

9.3 **Continual Disclosures:**

- a) Every promoter, member of the promoter group, designated person and the directors of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transactions if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees in the prescribed Form
- b) The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.
- c) The above disclosures shall be made in such form and manner as may be specified by the SEBI from time to time.

9.4 **Additional Disclosures**

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 Compliance Officer in order to monitor compliance with the Code.

9.5 **Disclosure by other Connected Persons**

- a) The Compliance Officer may require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in securities of the Company in the prescribed form and at such frequency as may be determined by the Company in order to monitor compliance with this code.
- b) The disclosure 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.

10. Internal Control

The Chairman & Managing Director of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations as well as with this Code.

- 10.1 All employees who have access to unpublished price sensitive information are identified as Designated Employee.
- 10.2 All the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per this Code and the Regulations.
- 10.3 Adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these Regulations.
- 10.4 List of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreement shall be signed or notice shall be served to all such employees and persons.
- 10.5 All other relevant requirements specified under the Regulations shall be complied with.
- 10.6 This code shall be circulated by the HR Department amongst all the existing employees of the Company and in case of new joining at the time of his / her joining, irrespective of their functional role in the Company. This code shall be circulated amongst the Designated Persons.
- 10.7 The Compliance Officer shall review the process to evaluate effectiveness of the internal controls at the end of every half year, commencing from 30th September, 2019.
- 10.8 Notwithstanding anything contained hereinabove, the Audit Committee shall also review the compliance with the provisions of this Code and the Regulations at least once in a financial year commencing 1st April, 2019 and shall verify that the systems for internal control are adequate and are operating effectively.

10A. Policy and Procedures for inquiry of leak of UPSI

The policy and procedures for inquiry in case of leak or suspected leak of UPSI is detailed in ANNEXURE-B to the Code.

10B. Maintaining structured digital database for UPSI

- a) The Company shall maintain a structured digital database containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under the Regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be

outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. The Compliance Officer shall be responsible for maintenance of the same.

- b) The structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

11. Penalty for contravention of the Code

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).

Any Designated Person who violates this Code may be penalised and appropriate action may be taken against him by the Company.

Any violation of 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 any Designated Person may include wage freeze, suspension, recovery, clawback or termination of employment.

Any amount collected under the aforesaid penal action shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Securities and Exchange Board of India Act, 1992.

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

In case it is observed by the Company/Compliance Officer that there has been a violation of the Regulations, the Compliance Officer shall promptly inform the stock exchanges where the securities of the Company are traded in such form and manner as may be specified by SEBI from time to time.

11A. Protection against retaliation and victimization

Suitable protection shall be provided to an employee against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination by the Company, who files a Voluntary Information Disclosure Form with SEBI, irrespective of whether the information filed by him is considered or rejected by SEBI or the employee is eligible for a Reward under the Regulations, for such reasons as are mentioned in Regulation 7I of the Regulations.

12. Amendment / Modification

The Board of Directors of the Company may, subject to applicable laws, amend/substitute any provision(s) with a new provision(s) or replace the Code entirely with a new Code.

In any circumstance where the terms of the Code differ from any law, rule, regulation, etc. for the time being in force, the law, rule, regulation, etc. shall take precedence over the Code.

The Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges.

CHINESE WALL

To prevent the misuse of UPSI, the Company has adopted a “Chinese Wall” mechanism which separates those departments which routinely have access to UPSI, considered “inside areas” from those departments which deal with sales or other departments providing ancillary/support services, considered as “public areas”.

As per this mechanism:

- a) The Employees in the inside areas are not allowed to communicate any UPSI to anyone in the public areas.
- b) The Employees in the inside areas may be physically separated from the employees in public areas.
- c) Only in exceptional circumstances, employees from the public areas are brought “over the wall” and given UPSI for the furtherance of legitimate purposes / discharge of duties and on the basis of “need to know” criteria.

ANNEXURE-B

PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI

- a) An employee of the Company, having aware of any instance of leak or suspected leak of unpublished price sensitive information, shall submit the information in writing ("Intimation") to the Chairperson of the Audit Committee, through the Compliance Officer.
- b) The Compliance Officer or director or such other officer of the Company as may be appointed by the Chairperson of the Audit Committee, (hereinafter referred to as the "Inspector") shall conduct an inquiry without disclosing the name of the employee who reports leak of unpublished price sensitive information or any other violation of the Code or the Regulations.
- c) The Inspector, in case of any findings, shall issue a show cause notice (hereinafter referred to as the "Notice") to the concerned person who was involved in such leak of unpublished price sensitive information, to submit his written explanation along with necessary evidence, within 10 working days from the date of the Notice.
- d) The Inspector after receiving the explanation from the Notice, shall forward a copy of the same to the Chairperson of the Audit Committee and the Compliance Officer, where the Inspector happens to be any other officer of the Company.
- e) Without prejudice to the right of filing written submission, the Notice shall be given an opportunity of being heard before the Compliance Officer and/or the Chairperson of the Audit Committee, as the case may be.
- f) After the hearing, if the Notice is found responsible of having leaked the unpublished price sensitive information, or violated the Codes or the Regulations, the Compliance Officer or the Chairperson of the Audit Committee, shall take such disciplinary actions, including wage freeze, suspension, recovery, claw-back, etc. Provided that any such action taken by the Compliance Officer or the Chairperson of the Audit Committee shall remain in force till the final outcome of the SEBI in each such matter.
- g) The Compliance Officer shall inform the SEBI and the Chairperson of the Audit Committee, as the case may be, of such violation, promptly.
- h) The Compliance Officer shall also place a summary report of such instances, if any, before the Board at its Meeting.

FORMAT FOR REQUEST OF TRADING PLAN

The Compliance Officer,
TIL Limited,
1, Taratolla Road,
Garden Reach,
Kolkata - 700024

Dear Sir,

I [Insert Name of the employee], in my capacity as [Insert Designation] of the company hereby submit the following trading plan for your review and approval in terms of the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons .

Trading Plan

Date/intervals of Trade Execution	No. of Securities Traded	Nature of Transaction and quantity	Trading Account details	Trading Member details
		Purchase/ sale/ others		

Details of securities held by immediate Relative of the Employee

Name of the person and relationship with the designated employee	Date of Trading in securities	No. of Securities Traded	Nature of Transaction and quantity	Trading Account details	Trading member details
			Purchase/ Sale/ others		

I hereby undertake that I am not in violation of the Company's Code of Conduct or SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended) while formulating the aforesaid trading plan.

I undertake to furnish such information as required by the Compliance Officer with regard to the Trading Plan.

Date:

Signature

FORMAT FOR APPROVAL OF TRADING PLAN

Name: [Insert Name]

Designation: [Insert Designation]

Place: [Insert Place]

This is to inform you that your request/immediate relatives request for approval of trading plan in relation to shares of the Company as mentioned in your application dated [Insert Date] is approved.

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.

You acknowledge that in order to comply with the principles of Company's Code of Conduct and SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended) you may be required to further furnish information in relation to the trading plan.

The approval is based on your express undertakings that you will not contravene any provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended) and Code of Conduct of the Company and the Trading plan is not for the purposes of market abuse.

Yours faithfully,
for **TIL Limited**

Compliance Officer

Date:

Encl: Format for submission of details of transaction

**APPLICATION FOR PRE-DEALING APPROVAL
[DESIGNATED PERSON]**

Date:

The
Compliance Officer,
TIL Limited
1, Taratolla Road,
Garden Reach
Kolkata- 700024

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended) and the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

1.	Name of the applicant	:	
2.	In case of immediate relative, name of employee and relationship with him/her	:	
3.	Designation	:	
4.	No. of securities held as on date	:	
5.	Folio No. / DP ID / Client ID	:	
6.	PAN	:	
7.	The proposal is for (please tick)	:	(i) Purchase of securities (ii) Sale of securities (iii) Subscription to the securities
8.	Proposed date of dealing in securities	:	
9.	Estimated no. of securities proposed to be acquired / sold / subscribed	:	
10.	Price at which the transaction is proposed	:	
11.	Current market price (as on date of application)	:	
12.	Whether the proposed transaction will be through the stock exchange or off-market deal	:	

I enclose herewith the form of Undertaking duly signed by me.

Yours faithfully,

(Signature of designated person)

**FORMAT OF UNDERTAKING/DECLARATION TO BE ACCOMPANIED WITH
THE APPLICATION FOR PRE-CLEARANCE**

UNDERTAKING/DECLARATION

Date:

The Compliance Officer
TIL Limited
1, Taratolla Road,
Garden Reach,
Kolkata- 700024

I, _____, resident of _____ hereby declare that I am Designated Person of TIL Limited.

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 Conduct to Regulate, Monitor and Report Trading by Designated Persons up to and at the time of signing this Undertaking/Declaration.

In case I have access to or I receive any Unpublished Price Sensitive Information after signing this Undertaking/Declaration but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and I would, and ensure that my Immediate Relatives would completely refrain from Trading in the Securities (including derivatives) of the Company till the time such Unpublished Price Sensitive Information becomes generally available.

I declare that I have not contravened the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two Trading Days of execution of the transaction/a "Nil" report if the transaction is not undertaken.

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

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

I declare that I have made full and true disclosure in the matter.

(Signature of Applicant)

FORMAT FOR APPROVAL OF PRE-CLEARANCE ORDER

Name: [Insert Name]
Designation: [Insert Designation]
Place: [Insert Place]

This is to inform you that your request for dealing in [Insert number of shares] shares of the Company as mentioned in your application dated [Insert Date] is approved. Please note that the said transaction must be completed on or before [Insert Date] that is within 7 days from today. In case you do not execute the approved transaction /deal on or before the aforesaid date this approval shall stand withdrawn and 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.

Based on your undertaking it is understood that you 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.

Please note this approval can be withdrawn, if subsequently the information provided by you in the application form or the undertaking is found incorrect.

Yours faithfully,
for **TIL Limited**

Compliance Officer

Date:

**FORMAT OF ANNUAL STATEMENT OF HOLDINGS BY PROMOTER/
DIRECTOR/ KEY MANAGERIAL PERSONNEL/DESIGNATED PERSON
AND THEIR IMMEDIATE RELATIVES**

To,
The Board of Directors
TIL Limited
1, Taratolla Road,
Garden Reach,
Kolkata – 700024

Dear Sir(s)/Madam,

I, _____ being the [designation] of TIL Limited (the Company) do hereby disclose as under, the annual shareholding under the Code of Conduct Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons for the financial year ended 31st March, _____, in respect of the equity shares of the Company held by me and/or my immediate relatives:

Sl. No.	Name of the Shareholder	Name of Relative and relationship with holder	Number of Shares held	Folio No / DP-ID & Client-ID

Place:
Date:

Signature :
Name :
Designation :

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6(2) - Initial disclosure to the Company]

Name of the Company _____

ISIN of the Company _____

Details of Securities held by Promoter, Key managerial personnel (KMP), Director and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP/ Directors/ Immediate relative to/ others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

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

Details of Open Interest (OI) in derivatives of the Company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the future contracts held as on the date of regulation coming into force			Open interest of the Option contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units(contracts * lot size)	Notional Value in Rupee terms	Contract Specifications	Number of Units(contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name &
Signature:
Designation:
Date:
Place:

FORM B

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with regulation 6(2) - Disclosure on becoming a
Director/KMP/Promoter]**

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, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP/ Directors/ Immediate relative to/ 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 Shareholding
			Type of Security For e.g.- Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives of the Company 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)

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		
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: