

**TIMESCAN LOGISTICS (INDIA) LIMITED**  
**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

**1. Preliminary**

Preventing insider trading is necessary to comply with the Regulations of Securities and Exchange Board of India (SEBI) as well as to preserve the reputation and integrity of Timescan Logistics (India) Limited (hereinafter referred to as “the Company”) and that of all persons affiliated with it. “Insider trading” occurs when any person purchases or sells a security while in possession of non-public material information relating to the security. Insider trading is a crime under Indian laws and the penalties for violating the laws include imprisonment, disgorgement of profits, civil and criminal fines. Insider trading is also prohibited by this Statement and could result in serious sanctions.

This Code of Conduct is designed to regulate, monitor and report trading by the Directors, Employees of the Company and other connected persons or anyone else who has material inside information about the Company and extends to all activities within and outside an individual’s duties at the Company towards achieving compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 adopting the minimum standards set out in Schedule B to these regulations, without diluting the provisions of these regulations in any manner.

It should be noted that these policies address compliance with SEBI Regulations.

**2. Short Title**

This code may be called the **TSL Code of Conduct for Prevention of Insider Trading**.

**3. Definitions**

In this Code, unless the context otherwise requires: -

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

“**Audit Committee**” shall mean Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“**Board**” means the Board of Directors of Timescan Logistics (India) Limited

“**Company**” or “**TSL**” means Timescan Logistics (India) Limited formerly known as Timescan Logistics (India) Private Limited.

“**Connected Person**” includes –

- i. A director of the Company;
- ii. A Key Managerial Personnel of the Company;
- iii. An Officer of the Company;
- iv. Any person who is or has been in a contractual, fiduciary or employment relationship at any time in the six- month period prior to the date of determining whether that person, as a result of such relationship, was, directly or indirectly, allowed access to UPSI or reasonably expected to

- v. Any person who is or has been in frequent communication with an Officer of the Company at any time in the six-month period prior to the date of determining whether that person, as a result of such frequent communication, was, directly or indirectly, allowed access to UPSI or reasonably expected to be allowed access to UPSI;
- vi. An employee of the Company who has access to UPSI or is reasonably expected to have access to UPSI; and
- vii. Any person who has a professional or business relationship with the Company and that relationship directly or indirectly, allows access to UPSI or is reasonably expected to allow access to UPSI;

The persons enumerated below shall be deemed to be Connected Persons if such person has access to UPSI or is reasonably expected to have access to UPSI -

- a. An Immediate Relative of Connected Persons;
- b. A holding company, associate company or subsidiary company;
- c. An intermediary as specified in section 12 of the SEBI Act or an employee or director thereof;
- d. An investment company, trustee company, asset management company or an employee or director thereof;
- e. An official of a stock exchange or of clearing house or corporation;
- f. A member of the board of trustees of a mutual fund, a member of the board of directors of the asset management company of a mutual fund or in each case, an employee thereof;
- 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;
- h. An official or an employee of a self-regulatory organization recognized or authorized by the SEBI;
- i. A banker of the Company; and
- 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 percent of the holding or interest.

“**Director**” shall have the meaning assigned to it under the Companies Act, 2013.

“**Immediate Relative**” means a spouse of a person, and includes parent, sibling, and child of that person or of the spouse, if they are either dependent financially on such person, or consult such person in taking decisions relating to Trading in securities.

“**Insider**” means any person who is:

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

“**Key Managerial Personnel**” shall have the meaning assigned to it under the Companies Act, 2013.

“**Leak of UPSI**” shall refer to such act / circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

Explanation: It covers the instances where the UPSI has been shared by a person to any person, association, body, firm, agency, society, entity or to a group thereof except in compliance with applicable law.

**“Listing Agreement”** means the agreement entered into by the Company and the concerned stock exchange for listing the securities of the Company in the Capital Market.

**“Material Financial Relationship”** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person, but shall exclude relationships in which the payment is based on arm’s length transactions.

**“Officer”** shall have the meaning assigned to it under the Companies Act, 2013.

**“Promoter”** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

**“Promoter Group”** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

**“Regulations”** means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

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

**“This Code”** or **“Code”** means TSL Code of Conduct for Prevention of Insider Trading.

**“UPSI”** means Un-published Price Sensitive Information which shall have the meaning as defined under the SEBI Insider Trading Regulations which 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; and
- vi. material events in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended.

Words and expressions used in this code but not defined shall have the meaning as given in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

#### **4. Effective Date**

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "Insider Trading Regulations") mandates the companies to formulate a framework and policy for the Prevention of Insider Trading. This policy has been formulated in conformity with the insider trading regulations. The Code framed in accordance with the Regulations shall come into effect from 27<sup>th</sup> January, 2022.

#### **5. Compliance Officer**

- 5.1 The Company Secretary of the Company shall be the Compliance Officer for the purposes of Compliance under this Code of Conduct.
- 5.2 The Compliance Officer shall report to the Board of Directors of the Company and in particular, shall provide quarterly reports to Chairman of the Audit Committee, or to the Chairman of the Board of Directors in relation to the mandates of the Regulations and Code of Conduct.
- 5.3 The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors.
- 5.4 The Compliance Officer shall assist all the employees in addressing any clarification regarding the "Company's Policy on Prevention of Insider Trading" and SEBI Insider Trading Regulations.
- 5.5 The Compliance Officer shall, based on the occurrence of specific events detailed in this Code of Conduct, regulate and monitor the Trading Window of the securities of the Company.
- 5.6 Assessment and grant of approvals to the Trading Plans as formulated by any Designated Person or Insider and monitoring of such trading and notification of the approved Trading Plans to the concerned Stock Exchange.
- 5.7 Placing status reports, detailing Trading by all Designated Persons, either in their own name or in the name of their Immediate Relatives along with the documents that such persons have executed in accordance with the pre-clearance procedure prescribed under this code to the Board.
- 5.8 The Compliance Officer shall provide any clarifications with regard to the implementation of this Code.
- 5.9 The Compliance Officer may inquire any employee in relation to Trading of securities and handling of UPSI of the Company.
- 5.10 The Compliance Officer may require any other persons (law firms, consultants, vendors, customers, bankers etc.) to disclose shareholding and trading in securities of the Company.
- 5.11 The Compliance Officer shall implement the punitive measures or disciplinary action prescribed for any violation or contravention of the Code of Conduct.

5.12 The Compliance Officer shall designate a Senior Official of the Company to act as Compliance officer in his/her absence.

5.13 The Compliance Officer shall do all such things as provided in the SEBI Insider Trading Regulations and as may be prescribed by SEBI from time to time.

## **6. Preservation of Price-Sensitive Information**

6.1 All Designated/Connected Persons shall maintain confidentiality of all Unpublished Price Sensitive Information coming into their possession or control and shall not communicate, provide or allow access to any Unpublished Price Sensitive Information to any person including any other Insiders.

6.2 To comply with this confidentiality obligation, all Designated Persons shall not *inter alia*:

- (i) Pass on Unpublished Price Sensitive Information to any person directly or indirectly, by way of making a recommendation for the purchase or sale of securities of the Company; or
- (ii) Disclose Unpublished Price Sensitive Information to their family members, friends, business associates or any other individual; or
- (iii) Disclose Unpublished Price Sensitive Information in the public places; or
- (iv) Disclose Unpublished Price Sensitive Information to any other employee who does not need to know the information for discharging his or her professional duties & responsibilities;

6.3 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations. Any non-public price sensitive information directly received by any Designated person should immediately be reported to the Compliance Officer.

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

- (i) an obligation to make an open offer under the takeover regulations where the Board is of the informed opinion that the proposed transaction is in the best interests of the Company; or
- (ii) not attracting the obligation to make an open offer under the takeover regulations but where the Board is of the 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.

6.5 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password and must be encrypted so avoid the unauthorized access. Files containing confidential information should be deleted / destroyed after use.

6.6 However, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

## **7. Need To Know**

“Need to know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

## **8. Chinese Wall and Cross the Wall**

8.1 The Compliance Officer shall monitor and regulate the Company’s Chinese wall and cross the wall procedures.

8.2 In general, Chinese Wall separate areas that have access to confidential inside information from those who do not have such access.

8.3 The employees working within an insider area are prohibited from communicating any confidential or inside information to employees in public areas without the prior approval of Compliance Officer.

8.4 Employees within a Chinese Wall have a responsibility to ensure that the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately.

8.5 The establishment of Chinese Wall is not intended to suggest that within the insider areas material, confidential information can circulate freely. Within the insider areas, the need-to-know shall be in effect.

8.6 If an employee/outsider receives inside information from the inside area of the Company, it is treated that the said employee or outsider has crossed the wall. Pursuant to crossing the wall, the employee becomes an insider. Such employee/outsider must be subject to all restrictions and prohibitions as required under this Code of Conduct. An employee is no longer a temporary insider when the inside information is published or no longer significant to the market.

8.7 If any person crosses the wall, the same should be immediately reported to the Compliance Officer. The Compliance Officer shall make sure that all the restrictions are imposed on such employee relating to the protection of UPSI.

8.8 The Compliance Officer when satisfied that the insider information is generally available may lift such restrictions imposed on such employee.

## **9. Designated Persons**

The Board have, in consultation with the Compliance Officer specified the Designated Persons to be

covered by this code on the basis of their roles, responsibilities and functions in the organization. This Code shall be applicable to the Designated Persons as specified, when such persons have access to unpublished price sensitive information or are reasonably expected to have such access. The list of Designated Persons is provided in **Annexure A**.

## **10. Trading Window**

10.1 Designated Persons shall not buy/sell securities of the Company during closure of "Trading Window", i.e. the period during which trading in the securities of the Company is prohibited.

10.2 The trading window for following events shall be advised by the Compliance Officer:

- (a) Declaration of Financial Results (quarterly, half yearly and annual);
- (b) Declaration of Dividend by the Board (Interim and Final);
- (c) Change in Capital Structure;
- (d) Proposal for amalgamation, mergers, takeovers or restructuring;
- (e) Proposal for issue of securities by way of public/ rights/ bonus etc.,
- (f) Proposal in respect of buyback;
- (g) Proposal for significant expansion plans or execution of new projects;
- (h) Proposal for disposal of whole or substantially the whole of the undertaking;
- (i) Changes in Key Managerial Personnel;
- (j) Material Event in accordance with Listing Agreement & the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- (k) Any other information which can be considered to be price sensitive.

10.3 In respect of the financial results, the window for trading in securities of the company shall be closed from the end of every quarter.

10.4 In respect of other events specified above from (b) to (k), the Compliance Officer shall intimate the Trading Window closure dates.

10.5 The Trading Window shall be opened after 48 hours after the information referred above becomes generally available. The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

10.6 The trading window restriction shall not apply for below cases:

- i) off-market inter-se transfer between insiders who were in possession of the same UPSI without violating the policy and both parties had made a conscious and informed trade decision.
- ii) transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the policy and both parties had made a conscious and informed trade decision.
- iii) transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction
- iv) transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- v) trades executed as per the trading plan set up in accordance with the policy.

- vi) Pledge of shares for a bonafide purpose such as raising of funds, subject to preclearance by the compliance officer.
- vii) Transactions undertaken in accordance to respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buyback offer, open offer, delisting offer.

## **11. Pre-Clearance of Trades**

11.1 Every Designated Person who intends to conduct trading:

- (i) beyond the minimum threshold limits mentioned in Clause 11.2 below and
- (ii) has not submitted a Trading Plan in accordance with Clause 13 of this Code, which has been approved by the Compliance Officer

shall obtain pre-clearance of the transactions as per the pre-trading procedure as described hereunder.

11.2 Pre-clearance will not be necessary if the Trading is less than 10,000 Equity Shares of the Company to be traded in a calendar month or less than 20,000 Equity Shares of the Company to be traded in a series of transactions within a calendar quarter.

11.3 All Designated Persons who are required to obtain pre-clearance of the transactions as per the Clause 11.1 shall make a pre-clearance application to the Compliance Officer along with the undertaking which shall be executed in favour of the Company by such Designated Person in the combined Performa for application-cum-undertaking as prescribed in the **Annexure C** to this code.

11.4 Immediately on receipt of a pre-clearance application, the date and time of the receipt of the same shall be recorded thereon by the Compliance Officer.

11.5 The Compliance Officer shall ensure that the applicant is not in the possession of any unpublished price sensitive information and also no contra trade has been executed prior to six months from the date of receipt of the application.

11.6 The Compliance Officer shall process the said pre-clearance application and if the pre-clearance application is in accordance with the provisions of this Code, the Compliance Officer shall endeavor to communicate the pre-clearance immediately but not later than 48 (forty-eight) working hours from the time of receiving the application. Trading by the Compliance Officer shall require prior clearance from the Board of Directors.

11.7 No Designated Person shall apply for pre-clearance of any proposed trade when the trading window is closed or if such person is in possession of unpublished price sensitive information.

11.8 Application submitted during the period when the trading window is closed shall be invalid and shall be deemed to have been automatically rejected.



- 11.9 Every Approval letter shall be issued in format prescribed in **Annexure C** to this Code. Every Approval shall be dated and valid for a period of 7 (Seven) Trading Days from the date of approval, however such approval shall automatically deem to be withdrawn if such period is superseded by closure of the Trading Window.
- 11.10 If a Trade is not executed by the Designated Persons pursuant to the approval granted by the Compliance Officer within 7 (Seven) Trading Days, then such Designated Person shall apply for a fresh pre-clearance of the transaction.
- 11.11 Such Designated Persons shall file the details of such transactions within 4 (four) days of the execution of the transaction with the Compliance Officer in the format prescribed in **Annexure D**. In case the transaction is not undertaken, a report to that shall be filed in the same format as prescribed in **Annexure D**.
- 11.12 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 preclearance of trades.

## **12. Contra Trade**

- 12.1 All Designated Persons who buy or sell any number of securities of the Company, shall not enter into a contra trade, i.e., sell or buy any number of securities of the Company during the next 6 (Six) months following the prior transaction.
- 12.2 The Compliance Officer may waive the holding period after recording the reasons in writing, provided that such waiver does not violate the Regulations. In respect of the Compliance Officer, such relaxation shall require prior approval from the Board.
- 12.3 In the event of the Designated Person executes a contra trade, inadvertently or otherwise, in violation of the restriction specified in this code, the profits from such trade shall be liable to be disgorged for remittance to SEBI as a credit to Investor Protection and Education Fund administered by SEBI under the Act.
- 12.4 The restriction on contra trade shall not apply in case of exercise / sale of ESOP shares provided the Designated Persons do not possess UPSI and the sale is executed when the trading window is open and after obtaining pre-clearance.

## **13. Trading Plans**

- 13.1 An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- 13.2 Trading Plan shall:
- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;

- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the 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; and
- (vi) not entail trading in securities for market abuse.

13.3 Designated person/ Insider shall not exercise any influence over the amount of Timescan Logistics (India) Limited Insider Trading Policy for the approved securities to be traded, the price at which they are to be traded, or the date of the trade. Designated person may delegate discretionary authority to his/her broker, but in no event Designated person may consult with the broker regarding executing transactions, or otherwise disclose information to the broker concerning the Company that might influence the execution of transactions, under the Trading Plan after it commences.

13.4 The Compliance Officer shall review the Trading Plan made as above to assess whether the plan would have any potential for violation of the Regulations and shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

13.5 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.

13.6 The implementation of the trading plan shall not be commenced if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

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

#### **14. Maintenance of Structured Digital Database**

14.1 The Company shall maintain a structured digital database containing the names of such persons or entities as the case may be with whom information is shared under this code read with

Regulations, along with Permanent Account Number or any other identifier authorized by law where PAN is not available.

- 14.2 The said digital database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

### **15. Mechanism for Prevention of Insider Trading**

The Company has adopted system of internal controls which mainly consist of the following, to prevent dealing in securities by insiders with misuse of UPSI.

- 15.1 All employees who have access to the unpublished price sensitive information are identified as designated employee.
- 15.2 All unpublished price sensitive information shall be identified and its confidentiality shall be maintained by designated employee and others who have knowledge of the unpublished price sensitive information.
- 15.3 Adequate restriction shall be placed on procurement, communication and sharing of unpublished price sensitive information by designated employee and others who have knowledge of unpublished price sensitive information.
- 15.4 List of employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreement shall be executed or notice shall be served to all such employees and persons in the format as set out in **Annexure B**.
- 15.5 Audit Committee shall review once in a financial year, the process to evaluate effectiveness of the above said internal controls and shall verify that the system for internal control is adequate and are operating effectively and comply with this code read with the Regulations.

### **16. Powers of the Board of Directors**

The Board of Directors of the Company shall have the authority to stipulate/ amend such formats as it may deem necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, recording of reasons for such decisions and for reporting level of holdings in securities.

### **17. Disclosure Requirements**

- 17.1 All the Designated Person shall be required to forward following details of the transactions in Securities of the Company to the Compliance Officer:

#### **a) Initial Disclosure**

- a. Every Promoter and member of promoter group, Key Managerial Personnel, Director and each of their immediate relatives shall disclose their holding of securities in the Company to the Company as on the date of these regulations taking effect within 30 days of these regulations taking effect as per Form A set out in **Annexure E**.

- b. Every Person, on appointment as Key Managerial Personnel or Director or becoming a promoter or member of promoter group of the Company shall disclose his/her and Immediate Relatives holding of securities of the Company to the Company as on the date of his appointment or becoming a promoter with 7 days of appointment or becoming a promoter, as per Form B set out in **Annexure F**.
- c. Every Designated person shall disclose details like Permanent Account Number, names of educational institutions from which they have graduated and names of their past employers.

**b) Continual Disclosure:**

- a. Every Promoter and member of promoter group, designed Person and director of the Company and each of their immediate relatives shall disclose as per Form C to the Company the details of securities acquired or disposed of within 2 trading days of such transaction if the value of the such securities traded (whether in one transaction or series of transaction) over any calendar quarter is in excess of Rs. 10 Lakhs. The Company shall notify to the stock exchange within 2 trading days on receipt of information or becoming aware of such information.
- b. Any off-market trade done as per regulation 5(6) of this policy shall be reported by the insiders to the company within two working days.
- c. The disclosure shall be made within two working days of:
  - the receipt of intimation of allotment of shares, or
  - the acquisition or sale of shares or voting rights, as the case may be.

**c) Disclosure by other Connected Person:**

The Compliance Officer may require any other Connected Person or class of Connected Persons to make disclosures regarding holding in securities and trading in securities of the Company as per Form D. The frequency of such disclosure shall be as determined by the Compliance Officer.

**d) Annual Disclosure**

Designated Person(s) shall be required to disclose their names and Permanent Account Number or any other identifier authorized by law (where PAN is not available) of the following persons to the company on an annual basis and as and when the information changes in format specified in **Annexure G**:

- Immediate relatives
- Persons with whom such designated person(s) shares a material financial relationship
- Phone, mobile and cell numbers, which are used by them.

**e) Disclosure to the Stock Exchange**

The Compliance Officer shall notify the stock exchanges, particulars of the Trades, within two trading days of the receipt of the Continual Disclosure or from becoming aware of such information.

17.2 The Initial and Continual Disclosures shall be made in the formats specified by SEBI from time to time.

17.3 The Compliance Officer shall maintain records of all the disclosures received under Clause 17.1 for a minimum period of 5 (five) years.

#### **18. Penalty for Contravention of the Code**

18.1 Every Employee and Designated Person shall be individually responsible for complying with the applicable provisions of this Policy (including to the extent the provisions hereof are applicable to their immediate relatives).

18.2 All Designated Persons and Connected Persons who trades in the securities or communicates any information for trading in securities in contravention of the Code of Conduct may be penalized and appropriate action may be taken by the Company.

18.3 All Designated Persons who violate this Code shall also be subjected to disciplinary action by the Company, which may include wages/salary freeze, suspension, recovery, clawback, withholding of promotions etc.,

18.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

18.5 In case it is observed by the Company and/or Compliance Officer that there has been violation of the Regulations or Code, SEBI shall be informed by the Company.

## ANNEXURE - A

### DESIGNATED PERSONS

The persons falling within the following categories shall be said to be **Designated Person**, when such person have access to unpublished price sensitive information or are reasonably expected to have access to such information. They shall be governed by this Code.

Sr. No.	Designated Persons
1.	All Directors whether executive or non-executive or independent of the Company;
2.	All Promoters of the Company;
3.	Company Secretary/ Compliance Officer/ Chief Financial Officer;
4.	All employees of Accounts, Secretarial and IT Department;
5.	All employees of Sales and Marketing department;

## ANNEXURE -B

### **CONFIDENTIALITY NOTICE TO COVERED PERSONS**

This Confidentiality and Non-disclosure notice (this "Notice") is given to you (The "Receiving Party") by Timescan Logistics (India) Limited (the "Company or Disclosing Party"), a Company incorporated under the Companies Act, 1956 having its registered office at Rajah Annamalai Building, Annex 3<sup>rd</sup> Floor, No. 18/3, Rukmani Lakshmi pathy Road, Egmore, Chennai – 600 008 and shall come into effect immediately upon receipt of this Notice (the "Effective Date") by the Recipient.

#### A. DEFINITION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Unpublished Price Sensitive Information shall mean all information disclosed by Disclosing Party to Receiving Party that (i) is marked or otherwise communicated to be Unpublished Price Sensitive Information to the Receiving Party, or (ii) by its nature and circumstances of disclosure should be reasonably understood by Receiving Party to be an Unpublished Price Sensitive Information, or (iii) falls under the definition of Unpublished Price Sensitive information as defined by SEBI (Prohibition of Insider Trading) Regulations, 2015.

B. This Notice is given to the Receiving Party as he is or is intended to be, a recipient of Unpublished Price Sensitive Information and / or the Company reasonably believes that the Recipient has knowledge of any Unpublished Price Sensitive Information.

Notice is hereby given that:

1. In the course of discussions, the Company or its affiliates, employees, officers, directors, or agents ("Representatives") may disclose ("Disclosing Party") Unpublished Price Sensitive Information.

You understand that the Unpublished Price Sensitive Information (UPSI) may be shared with you and / or you may gain access to any Unpublished Price Sensitive Information.

#### 2. Handling UPSI.

- a) You acknowledge that UPSI to be shared with you including ancillary information is perceived by the Company to be disclosed to you strictly on a need-to-know basis and is in connection with the predetermined purpose.
- b) You shall protect UPSI with the same care used for your own Unpublished Price Sensitive Information (and in no event less than a reasonable degree of care) and shall not use any UPSI except in connection with discussions and assessments related to the predetermined Purpose.
- c) You shall not share, transfer, disclose or otherwise provide access to any UPSI to any third party, unless Company has authorized you to do so in writing prior to such disclosure.
- d) You shall ensure that the UPSI shall be handled by you on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties and legal obligations. Further, while sharing the UPSI in connection with the Purpose with other person you shall ensure that such person is aware of the duties and responsibilities as an Insider and the liability that is attached to misuse of such UPSI under the Timescan Logistics (India) Limited Code of Conduct for Prevention of Insider Trading and the SEBI (Prohibition of Insider Trading) Regulations, 2015.

- e) In the event of a requirement to disclose UPSI, pursuant to point (d) above, in connection with the predetermined purpose, to persons other than the Employees of the Company and its subsidiaries, you shall ensure to provide a notice of confidentiality to such persons and shall ensure that they are covered by the Minimum Standards for Code of Conduct for intermediaries and Fiduciaries prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015.
  - f) In the event of a requirement to disclose UPSI, pursuant to point (d) above, in connection with the predetermined purpose, to the Employees of the Company and its subsidiaries, you shall disclose to the Compliance officer of Timescan Logistics (India) Limited, the name of the Employees with whom the Unpublished Price Sensitive Information has been disclosed and details of the Unpublished Price Sensitive Information disclosed.
  - g) You shall be fully responsible and liable for the actions of your Representatives with respect to any Unpublished Price Sensitive Information.
  - h) Please note that you are deemed to be an Insider under the Timescan Logistics (India) Limited Code of Conduct for Prevention of Insider Trading from time you are aware of the Unpublished Price Sensitive Information and shall remain to be an Insider until expiry of 48 hours of such Unpublished Price Sensitive Information is made public or the time till the transaction loses its commercial relevance, whichever is earlier.
  - i) You and your relatives shall not, directly or indirectly, trade or counsel to any other person to trade in the Company Securities as long as you are an Insider.
3. If Receiving Party is required by law to disclose any Unpublished Price Sensitive Information, Receiving Party shall furnish only that portion of the Unpublished Price Sensitive Information that is necessary in order to comply with such legal obligation. The Receiving Party shall (unless prohibited by law) provide Disclosing Party with written notice thereof.
  4. You agree that upon the Company's request, you shall return or securely destroy all copies of any UPSI disclosed for the Purpose. You shall not retain any UPSI except (i) as required by applicable law, or (ii) as archived solely according to the Receiving Party's data recovery and security policies; in each case, provided that the confidentiality obligations of this Notice will continue to apply to such Unpublished Price Sensitive Information in perpetuity.
  5. All notices, including leak of UPSI or suspected leak of UPSI shall be given through secure e-mail to the following person upon your knowledge of leak or suspected leak of UPSI with all relevant facts which has come to your knowledge.

Compliance Officer  
Timescan Logistics (India) Limited  
Rajah Annamalai Building, Annex 3<sup>rd</sup> Floor,  
No. 18/3, Rukmani Lakshmi pathy Road,  
Egmore, Chennai – 600 008.



**ANNEXURE - C**  
**FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS**

To  
The Compliance Officer,  
Timescan Logistics (India) Limited  
No. 18/3, Rukmani Lakshmi pathy Road,  
Egmore, Chennai – 600 008.

Dear Sir,

**Sub: Details of Pre-Approved Transactions**  
**Ref: Your Approval Letter dated \_\_\_\_\_**

I hereby inform that:

- I have not bought / sold / subscribed any equity shares of the Company
- I have bought / sold / subscribed to equity shares as mentioned below on \_\_\_\_\_(date)

<b>Name of holder</b>	<b>No. of Securities dealt with</b>	<b>Bought/ sold/ subscribed</b>	<b>DP ID/Client ID / Folio No</b>	<b>Price (Rs.)</b>

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

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

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (*Applicable in case of purchase/ subscription*).

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

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

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

**Name** : \_\_\_\_\_

**ANNEXURE - D**

**FORMAT FOR PRE- CLEARANCE ORDER**

To  
*Applicant Name*

**Pre-Dealing Approval/Disapproval-Your application**

This is to inform you that your request for dealing in \_\_\_\_\_ equity shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved/disapproved.

Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) i.e., within 7 trading days from today. In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company.

Further, you are required to file the details of the executed transactions in the attached format within 2 working days from the date of transaction/deal. In case the transaction is not undertaken, a 'Nil' report shall be necessary.

Yours faithfully,

**For Timescan Logistics (India) Limited**

Compliance Officer

Date & Time: \_\_\_\_\_

*Encl: Format for submission of details of transaction*

**ANNEXURE - E  
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.	

**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 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

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

Name & Signature:

Designation:

Date:

Place:

**ANNEXURE - F**

**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 or member of the promoter group of a listed company and immediate relatives of such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Directors/ KMP / Promoters/ Member of Promoter group/ immediate relative to / others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter / Member of the Promoter group	Securities held at the time of appointment of Director/KMP or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. –Shares, Warrants, Convertible Debentures, Right 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 Key Managerial personnel (KMP) or Director or upon becoming a Promoter or member of Promoter Group of a listed company and immediate relatives of 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 Promoter Group			Open Interest of the Option Contracts held at the time of appointment of Director / KMP or upon becoming Promoter/ Member of 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 - G**  
**ANNUAL DISCLOSURE OF SECURITIES HELD BY DESIGNATED PERSON AND THEIR IMMEDIATE RELATIVES**

To  
The Compliance Officer,  
Timescan Logistics (India) Limited  
No. 18/3, Rukmani Lakshmi pathy Road,  
Egmore, Chennai – 600 008.

Dear Sir,

**Sub: Disclosure of Trading and holding of Securities of Timescan Logistics (India) Limited for the year ended .....**

Pursuant to TSL Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information, I hereby disclose trading and holding of securities of the Company for the year ended .....

<b>Name, Address, PAN and Mobile No of the Designated Person</b>	<b>DP ID/Client ID / Folio No</b>	<b>No. of Securities held at the beginning of the year</b>	<b>Number of securities bought during the year</b>	<b>Number of securities sold during the year</b>	<b>No. of Securities held at the end of the year</b>

Details of my immediate relatives are as under.

*“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.*

<b>Name of the Immediate Relative and relationship</b>	<b>Relationship</b>	<b>DP ID/Client ID / Folio No</b>	<b>PAN</b>	<b>Mobile No.</b>	<b>No. of Securities held at the end of the year</b>

I hereby declare that the above details are complete and correct. I further declare that I have complied with the provisions of Code. I am fully aware about consequences in case of any non-compliance by me and shall be responsible for any action/inaction.

Name & Signature:  
Designation:  
Date:  
Place: