ASIAN PAINTS LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

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1. INTRODUTION:

1. This Code of Conduct is called **"ASIAN PAINTS LIMITED – CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS"** (hereinafter referred to as 'the Code').

2. The APL Code will apply to Designated Persons.

2. OBJECTIVE:

This Code has been formulated to regulate, monitor and report trading undertaken by Designated Persons of Asian Paints Limited covered under the Code and towards achieving compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time. This Code also incorporates the minimum standards as set out in Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Pursuant to the amendments made to Regulations, this revised Code was approved by the Board on 29th March, 2019 and shall come in to force with effect from 1st April, 2019. The Code has been amended from time to time even after 1st April, 2019 – as has been stated on the cover page.

The objective of this Code is to ensure protection of Unpublished Price Sensitive Information of Asian Paints Limited and serve as a guideline to Designated Persons covered by the Code for dealing in Securities of Asian Paints Limited. In addition to setting out the policy of the Company, it provides an understanding of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time and any other applicable law in relation to prevention of Insider Trading. The Code is subject to the applicable prevailing law in relation to prevention of Insider Trading and if there is any inconsistency between any of the provisions of the Code and applicable law, the applicable law shall prevail.

3. DEFINITIONS:

a. "Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

b. "APL Code" or "the Code" or "this Code" means the Asian Paints Limited – Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons;

c. "Board" means the Board of Directors of the Asian Paints Limited or any Committee constituted by the Board for the purpose of APL Code;

d. "Chairman" shall mean the Chairman of the Board;

e. "Asian Paints" or "APL" or "Company" means Asian Paints Limited;

f. "Compliance Officer" shall mean such senior officer so designated by the Board, and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the APL Code and any other guidelines or framework issued by the Company for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the APL Code under the overall supervision of the Board , as the case may be;

g. "Connected Person" means:

   (i) any person who is or has been, during the six months prior to the concerned act, associated with a Company, in any capacity, directly or indirectly, 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 whether temporary or permanent, with the Company, that allows such a 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 in relation to the Company unless the contrary is established: -

(a) a 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 Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or

(d) an investment company, trustee company, asset management company or an employee or director thereof; or

(e) an official of a Stock Exchange or of clearing house or corporation; or

(f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

(g) a member of the board of directors or an employee of a public financial institution as defined in Section 2 (72) of the Companies Act, 2013; or

(h) an official or an employee of a self-regulatory organization recognised or authorized by SEBI; or

(i) a banker of the Company; or

(j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his Relative or banker of the Company, has more than ten per cent. of the holding or interest; or

(k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or

(l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);

h. "Designated Persons" shall have the meaning ascribed to the term in Paragraph 2 of Section 6 (Designated Persons) of this Code. For the purpose of the APL Code, the term Designated Person shall include his/her Immediate Relatives as specified in clause 3(m) below;

i. "Director" means a member of the Board of Directors of the Company, as appointed from time to time;

j. "Digital Database" shall be a database maintained by the Compliance Officer of the Company with Permanent Account Numbers ("**PANs**") or any other identifier authorized by law where such PAN is not available, disclosures and other details of Designated Persons, Fiduciaries and Insiders who have or are in possession of or likely to have access to Unpublished Price Sensitive Information in accordance with the APL Code;

k. "Fiduciary / Fiduciaries" shall mean professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company at any point in time, for the purpose of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and the APL Code;

l. "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis; and shall not include unverified event or information reported in print or electronic media;

m. "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;

n. "Insider" / "Insiders" means and include any person who is: (i) a Connected Person; or (ii) in possession of or having access to Unpublished Price Sensitive Information;

o. "Legitimate Purpose" shall include sharing of Unpublished Price Sensitive Information by a Designated Person with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants; in the ordinary course of business or otherwise in furtherance of such business activities as per the Policy approved by the Board, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;

p. "Managing Director" means the managing director of the Company, or any other person designated as such from time to time;

q. "Material Financial Relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of 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;

r. "Material Subsidiary" shall have the meaning ascribed to such term under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the 'Asian Paints Limited – Policy For Determining Material Subsidiaries', or any modification thereof.

s. "Promoters" shall have the same meaning as assigned to it under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

t. "Promoter Group" shall have the same meaning as assigned to it under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

u. "relative" shall mean the following:

   i. spouse of the person;
   ii. parent of the person and parent of its spouse;
   iii. sibling of the person and sibling of its spouse;
   iv. child of the person and child of its spouse;
   v. spouse of the person listed at sub-clause (iii); and
   vi. spouse of the person listed at sub-clause (iv)

v. "Quiet Period" shall mean any period which the Compliance Officer may notify, during which Trading in Securities of the Company shall be prohibited and shall include the following:

   i. The period beginning from one week before the end of each quarter upto the date of announcement of quarterly financial results and 2 (two) trading days thereafter;
   ii. The period beginning from one week before the end of March quarter upto the date of announcement of the annual financial results and 2 (two) trading days thereafter;
   iii. Any other period during which trading shall be closed when the Compliance Officer determines that a Designated Person or class of persons can reasonably be expected to be in possession of Unpublished Price Sensitive Information. The Quiet Period shall be reopened after making the said Unpublished Price Sensitive Information, Generally Available Information.

   [Note: The Quiet Period may not be declared by the Compliance Officer for the Unpublished Price Sensitive Information which is not emanating from the Company]

w. "Insider Trading Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including any amendment or re-enactment thereof.

x. "Participant" shall mean any person to whom stock options are granted under any employee stock option plan of the Company in place from time to time.

   It is clarified that reference to the "Securities" in relation to a Participant refers to such Securities which are eligible to be granted under an employee stock option plan to a Participant from time to time.

y. "SEBI" shall mean the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;

z. "Securities" means the equity / preference shares, ADRs, debentures or any other security issued by Asian Paints Limited listed on the Stock Exchanges.

aa. "Stock Exchanges" means all the stock exchanges where the shares of Asian Paints Limited are listed.

bb. "Trading in Securities" means and includes subscribing, buying, selling, dealing, pledging, or agreeing to subscribe, buy, sell, pledge, or deal in any Securities either as principal or agent and "Trade" shall be construed accordingly;

cc. "Trading Window" means the period during which Trading in the Securities of the Company is permitted to those governed by the APL Code.

dd. "Trading Day" means a day on which the recognized Stock Exchanges are open for Trading;

ee. "Unpublished Price Sensitive Information" or "UPSI" means any information which relates directly or indirectly to Asian Paints Limited, or its Securities, that is generally not available, and which on being Generally Available, is likely to materially affect the price of Securities of Company and shall ordinarily include 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, disposal and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
(v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
(vi) change in rating(s), other than ESG rating(s);
(vii) fund raising proposed to be undertaken;
(viii) agreements, by whatever name called, which may impact the management or control of the Company;
(ix) fraud or defaults by the Company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the Company, whether occurred within India or abroad;
(x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
(xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the Company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
(xii) initiation of forensic audit, by whatever name called, by the Company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
(xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, promoter or subsidiary, in relation to the Company;
(xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the Company;
(xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the Company not in the normal course of business;
(xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals; and
(xvii) such other information as may be deemed to be constituted as UPSI by the Board and /or the Managing Director and/or the Compliance Officer of the Company, from time to time.

Explanation:

1. For the purpose of sub-clause (ix):
   a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
   b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

Words and expressions used but not defined in this Code will have the same meaning as contained in (i) Insider Trading Regulations, (ii) the Securities and Exchange Board of India Act, 1992, (iii) the Companies Act, 2013, (iv) Securities (Contract) Regulation Act, 1956, and (v) The Depositories Act, 1996 read with rules framed thereunder, as may be modified from time to time.

4. RESPONSIBILITY OF BOARD OF DIRECTORS UNDER THIS CODE

As per Regulation 9(1) of the Insider Trading Regulations, the Board shall ensure that the Company at all times has in place this Code to regulate, monitor and report trading by Designated Persons and Immediate Relatives of such Designated Persons. The Board shall be responsible for monitoring the overall compliance to the Insider Trading Regulations. In accordance with the Insider Trading Regulations, the Board shall *inter-alia* ensure the following:

1. In consultation with the Compliance Officer and Managing Director, specify the Designated Persons to be covered by this Code based on their functional role or access to Unpublished Price Sensitive Information in addition to seniority and professional designation;
2. The Company maintains the Digital Database in conformity with the Insider Trading Regulations;
3. Formulate and review periodically the Fair Disclosure Code including the Policy for determination of "legitimate purpose"; and

4. Formulate and review periodically, the Policy and Procedure for Inquiry in the Event of Leak or Suspected Leak of Unpublished Price Sensitive Information.

5. COMPLIANCE OFFICER

1. The Compliance Officer shall be a senior officer appointed by the Board, for the purpose of the APL Code and shall report to the Board.

2. In case of temporary absence of the Compliance Officer, the Managing Director shall act as the Compliance Officer or shall appoint such other senior officer as the Compliance Officer may deem fit.

3. The Compliance Officer shall review the trading plans to assess whether such plans would have any potential for violation of the Insider Trading 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 such plans.

4. The Compliance Officer may require the Designated Persons to declare that such person is not in possession of unpublished price sensitive information or that such person shall ensure that any unpublished price sensitive information in his /her possession becomes Generally Available before such person commences execution of their trades. Once satisfied, the Compliance Officer may approve the trading plan within two trading days (and notify the approved Trading Plan to the Stock Exchanges on the same day of the approval), which would then have to be implemented in accordance with the Insider Trading Regulations.

5. The Compliance Officer shall provide periodic reports to the Chairman of the Audit Committee and the Board of the Company, including all the details of the trading in Securities of the Company by Designated Persons and the accompanying documents, as may be necessary. Such reports shall also include details that would facilitate the Audit Committee and the Board to review compliance with Insider Trading Regulations and enable them to verify that the systems for internal control are adequate and operating effectively.

6. The Compliance Officer shall *inter-alia*, under the overall supervision and direction of the Board:
   (a) determine in consultation with the Managing Director, the Designated Persons based on the role and function of such employee in the Company and the access that such role and function would provide to Unpublished Price Sensitive Information;
   (b) update, maintain and monitor the Digital Database containing the details of Designated Persons and Insiders with whom any Unpublished Price Sensitive Information has been shared or who may have access to any Unpublished Price Sensitive Information of the Company, in the ordinary course of business and for Legitimate Purpose or in relation to substantial transactions involving takeovers, mergers or acquisitions or any other purpose in accordance with this Code;
   (c) give notice to Insiders with whom Unpublished Price Sensitive Information has been shared for Legitimate Purpose as set out in Paragraph 3 of Section 7 (Prohibition on Communication or procurement of UPSI) of this Code;
   (d) assist the Managing Director to put in place adequate and effective system of internal controls to ensure compliance with the requirements of the Regulation 9A of the Insider Trading Regulations; and
   (e) assist the formulation and monitor the policy and procedures for inquiry in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information.

7. The Compliance Officer will assist the Designated Persons and Insiders in addressing any clarifications regarding the Insider Trading Regulations and APL Code.

8. The Compliance Officer shall maintain all records under the APL Code and the Insider Trading Regulations for a minimum period of five (5) years.

9. The Compliance Officer shall in consultation with the Board inform the Stock Exchanges of any violation of the Insider Trading Regulations or the APL Code in such form and such manner as may be specified by SEBI from time to time.

10. The Compliance Officer in consultation with the Chairman of the Audit Committee shall have the power to set forth any additional guidelines or procedures required for maintaining adequate and effective internal controls under this Code and ensuring compliance with the Insider Trading Regulations.

11. The Compliance Officer may engage external consultants, advisors or experts for putting in place an IT - enabled software or system to automate the compliances under this Code including seeking disclosures and undertakings from Designated Persons and Insiders, sending intimations to such persons regarding Closure of Trading Window, etc.

6. DESIGNATED PERSONS

1. Designated Persons shall be identified by the Compliance Officer in consultation with the Board, basis their role and function and the access that such role and function would be privy to Unpublished Price Sensitive Information of the Company in addition to seniority and professional designation shall be governed by the APL Code.

2. The term "Designated Persons" will mean and include:

   (i) All the Directors of the Company;

   (ii) Promoters and members of Promoter Group of the Company;

   (iii) All employees of the Company in the grade M5 and/or equivalent (as per the HR policy of the Company) and above including seconded employees;

   (iv) Key Managerial Personnel (as defined in accordance with the Companies Act ,2013 and applicable accounting standards) of the Company;

   (v) All employees of the 'Finance', 'Accounts', 'Audit', 'Taxation', 'Legal, Secretarial and Compliance', 'Corporate Communication' functions and such other functions of Corporate Finance of the Company, irrespective of their grade;

   (vi) employees of such other functions of the Company who are in possession or likely to be in possession of Unpublished Price Sensitive Information;

   (vii) Directors, chief executives and employees up to 2 (two) levels below the Managing Director, including the head of Accounts and Finance (by whatever name called) of each of the Joint Venture Companies in India, Asian Paints (International) Private Limited and Material Subsidiaries of the Company;

   (viii) Personal assistants, if any, of persons referred in (i) and from (iii) to (vii) above; and

   (ix) Any other employees as may be designated/ notified by the Compliance Officer in consultation with the Board from time to time, who may be considered to be in possession of Unpublished Price Sensitive Information.

   Note: All the obligations/responsibilities with respect to compliance with the APL Code relating to the Immediate Relatives, shall devolve upon the Designated Persons.

3. The Compliance Officer may, in consultation with the Managing Director, determine and include such other persons, from time to time to whom the APL Code may apply. Due regard shall be had to the access of such persons to Unpublished Price Sensitive Information of the Company.

4. Designated Persons shall disclose names and PAN, or any other identifier authorized under law of the following persons to the Company upon being identified as Designated Person, on an annual basis and as and when the information changes:
   (i) Immediate Relatives;

   (ii) persons with whom such Designated Person(s) shares a Material Financial Relationship; and

   (iii) Phone and mobile numbers which are used by them.

   In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

7. PROHIBITION ON COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. All Designated Persons, Fiduciaries and Insiders must:

   a. maintain confidentiality of all Unpublished Price Sensitive Information;

   b. not communicate, provide or allow access to any Unpublished Price Sensitive Information to any person including other Insiders except where such communication is in furtherance of Legitimate Purpose, performance of duties or discharge of legal obligations and otherwise in accordance with this Code;

   c. not procure from or cause the communication by any Insiders and their Immediate Relatives of any Unpublished Price Sensitive Information except in furtherance of Legitimate Purpose, performance of duties or discharge of legal obligations and otherwise in accordance with this Code; and

d. not pass on such information to any person directly or indirectly by way of making a recommendation for the Trading of Securities of the Company based on the same.

2. All information within the Company must be handled strictly, on a 'need to know' basis. Any Unpublished Price Sensitive Information should be disclosed only for the furtherance of a Legitimate Purpose as per the policy approved by the Board, to discharge their duties and legal obligations and whose possession of such information will not give rise to a conflict of interest or misuse of information.

3. Any person in receipt of or in possession of Unpublished Price Sensitive Information pursuant to the aforesaid shall be considered an "Insider" for purpose of the APL Code and due notice as per format prescribed under this Code shall be served immediately to such persons, to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Insider Trading Regulations and this Code.

4. Prior to sharing any Unpublished Price Sensitive Information, a confidentiality agreement shall be entered into with such Insider and the Insider shall provide its details, details pertaining to its employees, agents or representatives who are likely to have access to the said Unpublished Price Sensitive Information which shall include name, designation, address, PAN or any other identifier authorised by law where PAN is not available in the format prescribed under this Code. The said details shall be updated by the Compliance Officer in the Digital Database.

   Unpublished Price Sensitive Information, not emanating from within the organisation, should be entered in the structured digital database not later than 2 calendar days from the receipt of such information.

5. Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would-

   a. entail an obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") where the Board is of informed opinion that sharing of such information is in the best interests of the Company;

   b. not attract the obligation to make an open offer under the SEBI Takeover Regulations but where the Board 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 Information at least 2 (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.

   For purposes of this clause, the Board shall require the parties to such transaction 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 purpose of this Clause 6, and shall not otherwise trade in Securities of the Company when in possession of such Unpublished Price Sensitive Information.

6. All Unpublished Price Sensitive Information directly or indirectly received by any Designated Person should be reported to the Compliance Officer immediately.

7. All files containing confidential information will be kept secure and under lock and key. Computer files will have adequate security of login and passwords. Each Designated Person shall at all times be in compliance with the "Information Security Management System, Acceptable Usage Practices Code" as issued by the Company and revised from time to time.

8. Chinese wall procedures ("Chinese Walls") shall be used to manage confidential information and prevent the inadvertent spread and misuse of price sensitive information. Areas of the Company that routinely have access to confidential information including UPSI, shall be considered as 'inside areas', and shall be separated from those areas or departments providing support services, who do not have access to such information, considered as 'public areas'. The Chinese Walls established by the Company shall operate as a barrier to the passing of confidential information, including Unpublished Price Sensitive Information and other confidential information. As per the said procedures:

   a. the promoters, directors, and employees of the Company in the 'inside areas' shall not communicate any UPSI to anyone in the 'public areas';

   b. the demarcation of various departments as 'inside areas' shall be determined by the Compliance Officer in consultation with the Board or with the Managing Director;

   c. The establishment of Chinese Walls shall not be intended to suggest that Unpublished Price Sensitive Information can circulate freely within 'inside areas'. The 'need-to-know' principle shall be fully in effect within 'inside areas'. In exceptional circumstances, employees from the 'public areas' may be allowed to 'cross the wall' and given Unpublished Price Sensitive Information by following the 'need-to-know' principle, under intimation to the Compliance Officer. The Compliance Officer would duly record reasons for crossing the wall in writing.

d. Chinese Walls shall be set up and implemented in the manner set out by the Compliance Officer from time to time.

8. RESTRICTION ON TRADING IN SECURITIES

1. All Designated Persons will be subject to certain Trading restrictions:

   a. Trading Restrictions during Quiet Period:

      i. Designated Persons are prohibited to Trade in Securities of the Company during the Quiet Period. The Compliance Officer shall communicate the Quiet Period to all Designated Persons through email or physical copies or any other prescribed mode. Irrespective of whether such communication has been received or not, Designated Persons governed by this Code shall mandatorily verify with the Compliance Officer, the status of the Trading Window before undertaking any Trades in the Securities of the Company. Ignorance of the closure of the Trading Window or non-receipt of communication of closure of the Trading Window shall not justify any trades undertaken by Designated Persons during the Quiet Period.

      ii. Designated Person who is in possession of UPSI not emanating from within the Company are prohibited to Trade in Securities of the Company until it is made Generally Available Information, even if the Trading Window is not closed for such UPSI.

      iii. Every Designated Person should advise his/ her Immediate Relatives of the Quiet Period during which Trading in the Securities of the Company is prohibited.

      iv. Subject to the provisions of this Code and Insider Trading Regulations, the Trading window restrictions shall not apply in respect of:

         a. Trades specified in clause (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulations 4 of the Insider Trading Regulations and in respect of a pledge of shares for a *bona fide* purpose such as the raising of funds, subject to pre-clearance by the Compliance Officer;

         b. Exercise of stock options by a Participant and consequent acquisition of Securities which may have vested in such Participant. However, this exception shall not be applicable to Trading in Securities (with respect to the Securities acquired), even if the same is offered by the Company at the time of exercise as a part of the employee stock option plan;

         c. Trades which are undertaken in accordance with respective Regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

   b. Trading Restrictions otherwise:

      i. Designated Persons shall not Trade in Securities of the Company while in possession of Unpublished Price Sensitive Information. If such persons have traded in Securities of the Company when in possession of Unpublished Price Sensitive Information, their Trades would be presumed to have been motivated by the knowledge and awareness of such information in their possession. However, a Designated Person may prove his innocence by demonstrating the circumstances including as provided in Regulation 4 of the Insider Trading Regulations to be read with the format(s) for pre-clearance and declaration cum undertaking(s) as provided in Section 13 of this Code.

      ii. When the Trading Window is open, Trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer, in the manner provided under Section 9 of this Code.

      iii. For the avoidance of doubt, it is clarified that during the Quiet Period, no Designated Person is permitted to apply for pre-clearance of any proposed Trade.

      iv. Designated Persons other than Promoters, members of Promoter Group, Directors, Key Managerial Persons, and their Immediate Relatives, when not in possession of Unpublished Price Sensitive Information and when the Trading Window is open, can undertake Trading in Securities up to a value of Rs. 5,00,000 (Rupees Five Lacs Only) in one financial year, without seeking pre-clearance of the Compliance Officer. However, all other restrictions and requirements of making necessary disclosures under this Code will continue to apply for such Trades.

      v. Designated Persons who Trade in Securities of the Company, will not undertake a contra/ opposite Trade during 6 (six) consecutive months following the prior Trade. Subject to the Insider Trading Regulations, the Compliance Officer may relax the 6 (six) months contra-trade restriction in cases where the sale is necessitated by personal emergency after recording reasons in writing in this regard. An application in writing in this regard will need to be made to the Compliance Officer.

      vi. The above-referred restriction on contra trade shall not apply in case of: (i) acquisition of Shares by Participants pursuant to the exercise of stock options; and (ii) pledge/ sale of Securities acquired pursuant to the exercise of stock

options, but only during open Trading window after obtaining necessary pre-clearance for such action and provided that all other provisions/restrictions of this Code and the Insider Trading Regulations are duly complied with, including on non-possession of UPSI.

vii. Trading in derivatives pertaining to Securities of the Company by Designated Persons, other than Directors, Promoter, members of Promoter Group, Key Managerial Persons, and their Immediate Relatives, shall be subject to all restrictions under this Code. Designated Persons dealing in derivatives pertaining to Securities of the Company shall make necessary disclosures under this Code. It is clarified that the Promoter, members of Promoter Group, Key Managerial Persons, Directors and their Immediate Relatives shall not deal in derivatives pertaining to the Securities of the Company.

viii. In case, the Designated Persons deal in any Securities of the Company directly, or indirectly through his/her portfolio manager/ investment manager or under any similar arrangement, the same shall be disclosed to the Compliance Officer and restrictions relating to Trading in Securities of the Company under this Code will also apply to the trading in securities of the company through his/her portfolio manager/ investment manager.

ix. Exercise of stock options by a Participant shall not be considered to be "Trading in Securities" except for the purposes of Chapter III of the Insider Trading Regulations (which relates to disclosure of trades by insiders), as are referred in Paragraph 12 of this Code. However, all provisions of the Insider Trading Regulations and this Code (unless otherwise specifically exempted) shall apply to Trading in Securities, with respect to the Securities so acquired.

9. PRE- CLEARANCE OF TRADES BY DESIGNATED PERSONS

a. Pre-clearance of Trades shall be required to be obtained by all Designated Persons prior to Trading in Securities.

b. Every Designated Person must make an application in the format prescribed under this Code to the respective authority for pre-clearance as mentioned below, indicating the estimated number of the Company Securities that such person intends to Trade in, nature of the transaction, and such other information as may be prescribed by the Insider Trading Regulations, amended and modified from time to time:

Trading by the following persons	Authority for pre-clearance
All Designated Persons including their Immediate Relatives (except Compliance Officer & Managing Director)	Compliance Officer
Compliance Officer* and Managing Director & CEO#	Board

**In case of trading in securities by Compliance Officer pursuant to exercise of stock options, the Managing Director & CEO is authorized to grant pre-clearance for such trade.*
#In case of trading in securities by Managing Director & CEO pursuant to exercise of stock options, the Chairman is authorized to grant pre-clearance for such trade.

c. Every Designated Person must sign an undertaking in the format prescribed under this Code. For the avoidance of doubt, each Designated Person shall also be required to make any other declarations and undertakings as the Compliance Officer may require on a case-to-case basis.

d. Pre-clearance shall not be required for the following transactions:

i. trades executed pursuant to an approved Trading Plan;

ii. transactions pursuant to Transmission of shares in accordance with applicable law;

iii. transactions involving the transfer of Securities from a Depository Participant to another or within the same Depository Participant provided that the shareholder and the beneficial owner of such Securities do not change; however, Trades involving pledge and revocation of the pledge of Securities will continue to require pre-clearance as per this Code;

iv. transactions pursuant to merger, demerger, or any other Court Order; and

v. Exercise of stock options by a Participant. However, Trading in Securities, with respect to the Securities so acquired (including pursuant to a cashless option provided as a part of exercise of stock options), shall not be exempted.

However, in the aforesaid cases (i to v), a declaration in the form of a Completion Certificate (disclosure of completion of trade) as per the format prescribed under this Code shall be submitted to the Compliance Officer within 2 Trading days.

e. Prior to approving any Trades, the Compliance Officer shall be entitled to seek any further declarations as he may deem fit from the applicant. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate. In case the Compliance Officer is of the opinion that the proposed Trade is on basis of possession of Unpublished Price Sensitive Information, or he has a reason to believe that the proposed Trade is in breach of the APL Code or the Insider Trading Regulations, he will not grant approval against the said pre-clearance application and shall convey the reasons.

f. The Compliance Officer shall inform the Designated Person, of approval of the pre-clearance application in the format prescribed under this Code within 2 (two) Trading Days of the receipt of the application and other necessary documents or clarifications. In the absence of the Compliance Officer, the approval / rejection will be provided by the Managing Director.

g. All Designated Persons shall complete their Trade in respect of the Securities of the Company within 7 (seven) Trading Days from the date of approval granted by the Compliance Officer for the pre-clearance application. The details of the Trade including the total number of shares or voting rights bought or sold or traded in any manner by the Designated Person, the date on which the Trade was executed, etc., will be required to be informed forthwith, not exceeding 2 (two) Trading Days from date of completion of the Trade to the Compliance Officer in the format prescribed under this Code.

   If the Trade is not executed within 7 (seven) Trading Days from the date of the pre-clearance approval, the Designated Person shall inform the Compliance Officer in the format prescribed under this Code and re-submit the pre-clearance application in the prescribed format.

10. TRADING PLANS

a. A Designated Person, including who is perpetually in possession of Unpublished Price Sensitive Information is entitled to execute Trades pursuant to a pre-determined trading plan. Trading Plan shall be formulated by Designated Persons in compliance with the Insider Trading Regulations, including any statutory modification(s) or re-enactment(s) for the time being in force.

b. The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and after assessing whether the trading plan would have any potential for violation of Insider Trading 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.

c. The Compliance Officer may consult with the Managing Director and/or the Audit Committee chairperson, on a case-to-case basis, prior to approving any Trading Plan.

d. The compliance officer shall notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

e. An approved Trading Plan shall not entail commencement of trading on behalf of the Designated Person earlier than 120 (one hundred and twenty) days from the public disclosure of the trading plan. In accordance with the Insider Trading Regulations, provisions relating to pre-clearance of Trades and Quiet Period shall not be applicable for Trades executed pursuant to an approved Trading Plan.

f. Trading plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the Trading Plan, without being entitled to execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

g. The implementation of the Trading Plan shall not commence if any Unpublished Price Sensitive Information in possession of the Designated Person at the time of formulation of the plan has not become generally available at the time of commencement of the implementation.

h. The non-implementation (full/partial) of a Trading Plan due to either of the reasons enumerated in sub-regulation 4 of Insider Trading Regulations or failure of execution of trade due to inadequate liquidity in the scrip, must be informed to the Compliance Officer within 2 (two) trading days of the end of tenure of the Trading Plan with reasons thereof and supporting documents, if any. The Compliance Officer will then present this information to the Audit Committee in the next meeting, along with a recommendation to accept or reject the submissions of the Designated Person. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not. The decision of the Audit Committee shall be notified by the Compliance Officer on the same day to the Stock Exchanges on which its securities are listed. If the Audit Committee rejects the Designated Person's submissions, the Compliance Officer may after consulting with the Managing Director take action as per the Code.

11. CONNECTED PERSONS / FIDUCIARIES

a. Designated Persons of the Company shall ensure that all Connected Persons, Fiduciaries, and other Insiders, including those who provide any services or supply goods to the Company or vice versa, whether or not pursuant to a written contract or a purchase order and who have access to Unpublished Price Sensitive Information or are reasonably expected to have such access to Unpublished Price Sensitive Information, execute an undertaking in the format prescribed under this Code.

b. Designated Persons who are employees of the Company, shall deal/engage with only those Connected Persons, Fiduciaries or Insiders who have in place a Code of Conduct to Regulate, Monitor and Report Trading by their designated persons and Immediate Relatives of designated persons in compliance with Schedule C to the Insider Trading Regulations.

c. Designated Persons who are employees of the Company shall ensure that a confidentiality/non-disclosure agreement shall be entered into by the Company with Connected Persons, Fiduciaries and Insiders prior to sharing any Unpublished Price Sensitive Information. The sharing of such information shall be in accordance with "Policy for determination of Legitimate Purpose" as part of "Asian Paints Limited - Code of Fair Disclosure and Conduct".

d. Connected Persons, fiduciaries and other insiders shall not trade in the securities of the Company while in possession of Unpublished Price Sensitive Information or shall not undertake a contra/ opposite Trade during 6 (six) consecutive months following the prior Trade.

12. DISCLOSURES / REPORTING REQUIREMENTS FOR TRADING IN SECURITIES

a. Continual Disclosures: Every Promoter, member of the Promoter Group, Director and Designated Person of the Company shall disclose to the Company, the number of Securities acquired or disposed off, if the value of the Securities Traded, whether in one transaction or a series of transactions over any financial quarter, aggregates to Traded value in excess of Rs. 10,00,000 (Indian Rupees ten lakh) or such other limit as may be prescribed under the Insider Trading Regulations, within 2 (two) Trading Days of such Trade. It is hereby clarified that the disclosure of the incremental Trades after any disclosure under this clause, shall be made when the Trades effected after the prior disclosure cross the limits specified above.

b. Initial Disclosure: Every Designated Person must disclose to the Compliance Officer the details as specified in the format prescribed under this Code and an initial undertaking in the format prescribed under this Code, within 7 (seven) days of becoming a Designated Person of the Company. Every Designated Person shall be required to disclose their name and PAN or any other identifier authorised by law for himself and his Immediate Relatives, persons with whom such a Designated Person shares a Material Financial Relationship, phone and mobile numbers which are used by them, names of educational institutions from which the Designated Persons have graduated and names of their past employers, etc. to the Company on an annual basis and as and when the information changes.

c. Annual Disclosure: All Designated Persons must make an annual disclosure of the number of Securities held as on 31st March each year by them including details of purchase / sale of Securities during the financial year to the Compliance Officer. This disclosure must be made in the format prescribed under this Code within 30 (thirty) days from the close of each financial year, in electronic or physical form.

d. The Compliance Officer will maintain records in either physical or electronic form, of all disclosures and declarations made by the Directors, Promoters, members of the Promoter Group, Key Managerial Personnel and such other Designated or Connected Person for a minimum period of five years.

e. The Compliance Officer will preserve the structured digital database 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 Board regarding any investigation or enforcement proceedings, the relevant information will be preserved till the completion of such proceedings.

f. The Compliance Officer, in addition to the above, may at his discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and Trading in Securities of the Company at such frequency as he may deem fit in order to monitor compliance with this Code and the Insider Trading Regulations.

13. SUMMARY OF OBLIGATIONS OF DESIGNATED PERSONS / PRESCRIBED FORMATS

All Designated Persons shall ensure compliance with this Code and the Insider Trading Regulations and shall be subject to the obligations summarized below:

Sr. No.	Obligations	Time frame	Format of Disclosure
1.	Application for pre-clearance of Trades	-	Appendix I
2.	Declaration that the Designated Persons is not in possession of UPSI.	Along with the Application of pre-clearance	Appendix II
3.	Letter of approval from the Compliance officer approving the Pre-clearance application	Within 2 (two) Trading days of receipt of application or submission of necessary clarifications and documents	Appendix IIIA
4.	Letter of rejection from the Compliance officer rejecting the Pre-clearance application	Within 2 (two) Trading days of application or submission of necessary clarification and documents	Appendix IIIB
5.	Disclosure on completion of the pre-cleared Trade	Within 2 (two) Trading Days of completion of Trade	Appendix IVA
6.	Reporting of decision to not Trade or failure to complete Trade after securing pre-clearance with reasons.	Within 2 (two) Trading Days on completion of 7th Trading Day from granting of pre-clearance.	Appendix IVB
7.	Initial disclosure by Promoter, member of the Promoter Group, key managerial personnel and Director in respect of Securities held such Designated Persons.	Within 7 (seven) days of being appointed as Promoter, key managerial personnel and Director	Appendix VA
8.	Initial disclosure by Designated Persons other than Promoter, member of the Promoter Group, key managerial personnel and Director in respect of Securities held such Designated Persons.	Within 7 (seven) days of being appointed as Designated Person	Appendix VB
9.	Continual disclosure of number of Securities acquired or disposed of whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000 (Indian Rupees Ten lakh).	Within 2 (two) Trading days of such transaction	Appendix VI
10.	Annual disclosure at the end of the financial year by Designated Persons in respect of the number of Securities held by such Designated Persons.	Within 30 (thirty) days from the end of the financial year.	Appendix VII
11.	Execution of undertaking/confidentiality agreement by Designated Persons on being designated a "Designated Person" for new employees	Within 7 (Seven) Trading Days of becoming a Designated Person; The Compliance Officer may notify such other period as he may deem fit.	Appendix VIII
12.	Undertaking to be given by Fiduciaries, Insiders, and other Connected Persons	Before sharing Unpublished Price Sensitive Information	Appendix IX
13.	Disclosure of transactions by Connected Persons as identified by the Company in accordance with Reg 7(3) of Insider Trading Regulations	At such frequency as may be determined by the Compliance Officer	Appendix X

Sr. No.	Obligations	Time frame	Format of Disclosure
14.	Disclosure of names and PANs or any other information required of the Designated Person and: (i) Immediate Relatives, (ii) persons with whom such Designated Person shares a Material Financial Relationship; and (ii) phone and mobile numbers used.	At the beginning of every financial year and immediately as and when the information provided changes.	Appendix XI
15.	Disclosure of names of educational institutions from which Designated Persons have graduated and names of their past employers.	1 (one) time basis and within 7 (seven) days of becoming a Designated Person.	Appendix XII
16.	Designated Persons, in possession of UPSI, undertaking off-market *inter se* transfers with Designated Persons who are in possession of the same UPSI and where it is a conscious and informed Trade decision, are required to file in addition to pre-clearance application, declaration cum undertaking	2 (two) Trading Days prior to undertaking off- market inter se transfer.	Appendix XIII
17.	Designated Persons in possession of UPSI undertaking Trade through block deal window mechanism, are required to file in addition to pre-clearance application a declaration cum undertaking.	2 (two) Trading days prior to undertaking Trade through block deal window.	Appendix XIV
18.	Designated Persons in possession of UPSI undertaking Trade pursuant to a statutory or regulatory obligation to carry out a bona-fide transaction are required to file in addition to the pre-clearance application a declaration cum undertaking.	2 (two) Trading Days prior to Trading of Securities of the Company.	Appendix XV
19.	Designated Persons undertaking pledging or releasing pledged Securities are required to file in addition to the pre-clearance application a declaration cum undertaking.	Along with pre-clearance application	Appendix XVI
20.	Report UPSI received directly or indirectly, to the Compliance Officer	On receipt of UPSI	Appendix XVII
21.	Execution of undertaking upon cessation as Designated Person	On day of cessation as the Designated Person	Appendix XIX
22.	Refrain from obtaining, communicating, causing such communication or otherwise passing directly or indirectly any UPSI to Insiders and their Immediate Relatives except for Legitimate Purposes and on need-to-know basis.	All times.	N.A.
23.	Execution of non-disclosure undertaking/ confidentiality agreement with such other persons with whom UPSI is shared pursuant to Legitimate Purposes/transaction	Event based	The Compliance Officer will notify the format for this purpose.
24.	Verify with the Compliance Officer on the status of the Trading Window before undertaking any Trades and ensure that no Securities of the Company are traded during the Quiet Period and advise Immediate Relatives to stop Trading Securities of the Company during Quiet Period.	N.A.	N.A.
25.	Formulation of Trading plan in compliance with the Insider Trading Regulations, including any statutory modification(s) or re-enactment(s) for the time being in force for Trading of Securities of the Company	N.A.	N.A
26.	Obtaining approval of Trading Plan	Prior to disclosure of Trading Plan to the Stock Exchanges. Trading plan shall be disclosed to the Stock Exchanges 120 days prior to trading.	N.A

14. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

Every Designated Person who (i) Trades in Securities of the Company, or (ii) communicates any information for Trading in Securities of the Company, or (iii) procures Unpublished Price Sensitive Information, in each case, in contravention of this Code; or otherwise violates this Code shall be penalized and the Company will take appropriate action.

The Board of Directors based on the recommendation of the Audit Committee have adopted penalty framework for taking the appropriate action in case the Designated Persons contravene this Code. The Managing Director and the Compliance Officer shall report the violations to this Code to the Board. The Board may impose any further penalty or impose any other action at their discretion which may be over and above the aforesaid framework.

Any amount levied under this clause shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Securities and Exchange Board of India Act, 1992.

The above actions will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against such Designated Person(s).

15. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

The Managing Director in consultation with the Compliance Officer shall put in place an adequate and effective system of internal controls to ensure compliance with the APL Code and the Insider Trading Regulation, including ensuring *inter-alia* the following:

a. Identification of employees having access to Unpublished Price Sensitive Information as Designated Persons and updating of necessary information pertaining to these Designated Persons in the Digital Database of the Company;

b. Identification, preservation, and maintenance of confidentiality of Unpublished Price Sensitive Information until it becomes Generally Available Information in accordance with the Insider Trading Regulations;

c. Restriction on communication and procurement of Unpublished Price Sensitive Information as per this Code and the Insider Trading Regulations;

d. Maintenance of Digital Database containing names of all Designated Persons and other persons with whom Unpublished Price Sensitive Information is shared and confidentiality agreements signed, or notices sent / served on Designated Persons or other persons with whom Unpublished Price Sensitive Information is shared for the purpose of maintaining confidentiality and abiding by their non-disclosure obligation;

e. Compliance of this Code and Insider Trading Regulations;

f. Periodic reporting to Audit Committee and the Board; and

g. Any other matter required for compliance with the Insider Trading Regulations.

The Compliance Officer in consultation with the Chairman of Audit Committee shall have the power to set forth any additional guidelines or procedures required for maintaining adequate and effective internal controls under this Code and ensuring compliance with the Insider Trading Regulations.

16. POLICY ON INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Company shall have a written policy setting out the process to be followed in the event of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information. The Compliance Officer shall inform promptly of such leaks, inquiries, and results of such inquiries to Audit Committee and Board in accordance with such Policy.

17. PROTECTION OF THE INFORMANT UNDER THE INSIDER TRADING REGULATIONS

The Company shall not discharge, terminate, demote, suspend or threaten directly or indirectly or discriminate against any employee who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by SEBI, by reason of: (i) filing a Voluntary Information Disclosure Form; (ii) testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or (iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent such employee from cooperating with SEBI in any manner.

In the event any employee is of the view, that he is likely to be discharged, terminated, demoted or suspended, or is being threatened, or discriminated, on account of any of the events set forth in the preceding paragraph, such employee shall be permitted to notify the Compliance Officer of the same. In the event, the Compliance Officer is subject to the foregoing, the Compliance Officer shall be permitted to bring such information to the notice of SEBI.

LIST OF APPENDICES		
Sr. No.	**Appendix No.**	**Particulars**
1.	I	Application form for Pre- clearance of Trades in Company's Securities
2.	II	Format of Undertaking to be accompanied with every Pre- clearance Application
3.	IIIA	Format of Letter of Approval from Compliance Officer
4.	IIIB	Format of Letter of Rejection from Compliance Officer
5.	IVA	Disclosure of completion of Trade
6.	IVB	Reporting of failure of completion of transaction or decision not to Trade after obtaining approval from the Compliance Officer
7.	VA	Statement of initial disclosure of shares held in the Company by a Director / Key Managerial Personnel/ Promoter/ Member of Promoter group in Form A
8.	VB	Statement of initial disclosure of shares held in the Company by a person on becoming a Designated Person other than Director/ Key Managerial Personnel/Promoter/ Member of Promoter Group
9.	VI	Disclosure relating to change in holding of Securities to the Company / Stock Exchange in Form B
10.	VII	Annual Disclosure of shares held by Designated Persons
11.	VIII	Initial Undertaking by Designated persons
12.	IX	Undertaking by other Connected Persons
13.	X	Disclosure by other Connected Persons in Form C
14.	XI	Disclosure of PAN, contact details (phone, mobile and email id), of Designated Person/ Connected Person and/or immediate relative and/or person with whom such Designated Person shares a material financial relationship
15.	XII	Disclosure of names of educational institutions from which Designated Persons have graduated and names of their past employers
16.	XIII	Declaration cum undertaking by Designated Persons undertaking off-market inter se transfers with Designated Persons who were in possession of the same UPSI.
17.	XIV	Undertaking for executing trade through block deal window mechanism
18.	XV	Undertaking for trade pursuant to a statutory or regulatory obligation
19.	XVI	Undertaking to be accompanied with pre – clearance application for creation/release of pledge of securities of the Company
20.	XVII	Report UPSI received directly or indirectly, to the Compliance Officer
21.	XVIII	Notice to be issued for maintenance of confidentiality of UPSI shared
22.	XIX	Execution of undertaking upon cessation as a Designated Person

APPENDIX I

APPLICATION FORM FOR PRE- CLEARANCE OF TRADES IN COMPANY'S SECURITIES

The Compliance Officer
Asian Paints Limited,
6A & 6B, Shantinagar,
Santacruz (East),
Mumbai: 400 055
Maharashtra, India

Dear Sir,

I intend to Trade in the Securities of the Company as per the particulars furnished below:

Name(s) of the persons for whom the transaction is to be executed	
PAN No.	
Relationship with the applicant	
No. of shares covered by the transaction	
Nature of transaction for which approval is Sought	**Purchase / Sale / Demat / Pledge/ Other**
Depository ID No.	
Client ID No.	
Particulars of the broker through whom the transaction is to be executed	Name : Address : Phone No. :

** - strike out whichever is not applicable*

I enclose necessary documents, containing the particulars in the prescribed format. I request you to kindly pre-clear the above transaction at the earliest.

Thanking you,

Yours faithfully,

Name of the Applicant:
Employee Code No. (if applicable):
Contact Number:
Department (if applicable):
Date :
Place :

APPENDIX II

(Format of Undertaking to be accompanied with every pre-clearance application, when the Designated Person is not in Possession of Unpublished Price Sensitive Information)

The Compliance Officer
Asian Paints Limited,
6A & 6B, Shantinagar,
Santacruz (East),
Mumbai: 400 055
Maharashtra, India

Dear Sir,

I,_____being a Designated Person as per the Asian Paints Limited - Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons , am desirous of trading in _____shares of the Company held in my name/ in the name of my Immediate Relative / in the name of Companies controlled by me or on behalf of any other person as mentioned in my application dated_____for pre-clearance of the Trade. I hereby confirm/undertake:

a. to maintain confidentiality of all 'Unpublished Price Sensitive Information' that may come into my possession in the discharge of my duties with the Company;
b. not to pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company based on the same;
c. to report to the Compliance Officer, any non-public information that may be directly received by me;
d. that I am not in possession and/or I do not have any access to 'Unpublished Price Sensitive Information' upto the date of signing this undertaking;
e. that in case I have access to or receive **'Unpublished Price Sensitive Information'** after the signing of this undertaking but before the execution of the transaction, I will inform the Compliance Officer of the change in my position and that I will completely refrain from trading in the securities of the Company till such time such information becomes generally available in public domain; that I have/shall not contravened/contravene the 'Asian Paints Limited- Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons' as notified by the Company from time to time; and
f. That I have made full and true disclosure in the matter.

Thanking you,

Yours faithfully,

Name of the Applicant:
Employee Code No. (if applicable):
Contact Number:
Department (if applicable):
Date :
Place :

APPENDIX - IIIA

(Format of letter of approval from Compliance Officer)

Date:

To:

Sub : **Pre-clearance of transaction in Company's Securities**

Ref : **Your application dated_____for pre-clearance of transaction for_____shares of the Company in your name / in the name of_____.**

With reference to your above application, seeking pre-clearance of your Trade in shares of the Company, we hereby accord our approval to the proposed transaction.

You may kindly note that the aforesaid transaction will be executed **within seven (7) trading days** from the date of receipt of this approval letter, failing which, an application seeking pre-clearance to the proposed transaction together with undertaking in the prescribed format, will be made afresh.

Further the details of the Trade, as per the aforesaid application, needs to be intimated within two trading days of the execution of the Trade.

You may kindly note that after the aforesaid transaction, you will not enter into an opposite transaction during the next six months from the date of the aforesaid Trade.

It is presumed that the proposed transaction is in compliance with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011; Code of Conduct and SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other applicable law.

Thanking you,

Yours faithfully,

For **Asian Paints Limited**

Compliance Officer

APPENDIX IIIB

(Format of letter of rejection from Compliance Officer)

Date:

To:

Sub : **Pre-clearance of transaction in Company's Securities**

Ref : **Your application dated_____for pre-clearance of transaction for_____shares of the Company in your name / in the name of_____.**

With reference to your above application, seeking pre-clearance of your transaction in shares of the Company, we hereby reject your above application on account of the following reasons:

_____

Thanking you,

Yours faithfully,

For **Asian Paints Limited**

Compliance Officer

APPENDIX IVA

(Format of disclosure of completion of Trade)

The Compliance Officer
Asian Paints Limited,
6A & 6B, Shantinagar,
Santacruz (East),
Mumbai: 400 055
Maharashtra, India

Dear Sir,

Sub: **Confirmation of date of completion of transaction**

I hereby confirm that the transaction for Trading in the shares of the Company for which, pre-clearance was granted on_____, was completed on _____by purchasing* / selling* / (any other) (nos.) equity shares of the Company.

Thanking you,

Yours faithfully,

(Signature)
Name of the Applicant:
Employee/Immediate Relative:
Employee Code No. (if applicable):
Contact Number:
Department (if applicable):

Date:
Place:

* - strike out whichever is not applicable

APPENDIX IVB

(Reporting of failure of completion of transaction or decision not to Trade after obtaining approval from the Compliance Officer)

The Compliance Officer
Asian Paints Limited,
6A & 6B, Shantinagar,
Santacruz (East),
Mumbai: 400 055
Maharashtra, India

Dear Sir,

Sub: **Reporting of failure to execute transaction**

I hereby declare that the approval for Trading in the shares of the Company for which, pre-clearance was granted on_____, was not completed within 7 (seven) days of receipt of the pre- clearance, due to_____. I shall obtain fresh pre-clearance in the event I wish to execute the said trade again.

Thanking you,

Yours faithfully,

(Signature)
Name of the Applicant:
Employee Code No.: (if applicable)
Contact No:
Department (If applicable)

Date:
Place:

APPENDIX VA

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1)(b) read with Regulation 6(2) - Disclosure on becoming a Key Managerial Personnel /Director/Promoter/Member of the Promoter Group]

Nameof the company: ASIAN PAINTS LIMITED

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 promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (KMP/ Director or Promoter or member of the promoter group/ Immediate relatives to/others, etc).	Date of appointment of KMP/ Director/ OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of Securities (For eg. – Shares, Warrants, Convertible Debentures, rights entitlement, etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the Company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/ KMP or upon becoming Promoter /member of the promoter group.			Open Interest of the Option Contracts held at the time of appointment of Director/ KMP or upon becoming Promoter /member of the promoter group		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Notes: 1. In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature:
Designation:
Date:
Place:

APPENDIX VB

(Disclosure on becoming Designated Persons other than Promoters, Members of Promoter Group, Key Managerial Personnel (KMP) and Directors)

The Compliance Officer
Asian Paints Limited,
6A & 6B, Shantinagar,
Santacruz (East),
Mumbai: 400 055
Maharashtra, India

Dear Sir,

Sub: **Disclosure on becoming Designated Persons other than Promoters, Members of Promoter Group, Key Managerial Personnel (KMP) and Directors**

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

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 Designated Persons / Immediate Relatives other than Promoters, Members of Promoter Group, KMP and Directors:

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
6	7	8	9	10	11

Notes: 1. In case of Options, notional value shall be calculated based on premium plus strike price of options.

Thanking you,

Yours faithfully,

(Signature)
Name of the Applicant:
Employee Code No.:
Contact Number:
Department:
Date:
Place:

APPENDIX VI
FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name of the company: ASIAN PAINTS LIMITED

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Member of Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/ DIN, & address with contact nos.	Category of Person (Promoter/member of Promoter Group/ designated person/ Directors/immediate relative to/others etc.)	Securities held prior to acquisition /disposal		Securities acquired / Disposed				Securities held post acquisition/ disposal		Date of allotment advice/acquisition of shares/ disposal of shares specify		Date of intimation to company	Mode of acquisition / disposal (on Market / public / rights / preferential offer / off market / Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securitis (For eg. – Shares, Warrants, Convertible Debentures Rights entitlements, etc.)	No. and % of shareholding	Type of securities (For eg. – Shares ,Warrants,Convertible Debentures, Rights entitlement etc.)	No	Value	Transaction Type (Purchase/sale Pledge/ Revocation/Invocation/ Others please specify)	Type of securities (For eg. - Shares,Warrants, Convertible Debentures,Rights entitlement etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii)Value of transaction excluded taxes/brokerage/any other charge

Details of trading in derivatives on the securities of the company by Promoter, member of promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such person as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Notes: 1. In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature:
Designation:
Date:
Place:

APPENDIX VII

ANNUAL DISCLOSURE OF SHARES HELD IN THE COMPANY BY DESIGNATED PERSONS

Details of shares or voting rights held by Designated Persons and their respective Immediate Relatives, as the case may be, including positions taken in derivatives

Name of Designated Person:

Particulars of Designated Person		**No. of shares held at the beginning of the year**	**No. of shares bought/ sold during the year**			**No. of shares held at the end of the year**	**Mode of acquisition/sale**	**Date of Intimation to the Company**
	Name, PAN, DP Id/Client Id		**Date**	**Nos.**	**Value**			
Self								
Spouse								
Other Immediate Relatives#								

Note: The above table will be applicable with suitable modifications to disclosures for position taken in derivatives also. Trading in derivatives shall be permissible (for Designated Persons other than Directors, their relatives and Promoters) if permitted by any law for the time being in force.

*I/We declare that I/we have complied with the requirement of not entering into an opposite transaction within six months of the prior transaction (applicable in case of Designated Persons).

*I further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

"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

Yours Sincerely,

(Signature)
Name of Designated Person:
Employee Code No.:
Contact number:
Department:
Location:
Date:
(In case of Companies – to be signed by the Director of the Company)

APPENDIX VIII

INITIAL UNDERTAKING BY DESIGNATED PERSONS

Name of the Designated Person:
Date:

The Compliance Officer
Asian Paints Limited,
6A & 6B, Shantinagar,
Santacruz (East),
Mumbai: 400 055
Maharashtra, India

Dear Sir,

Re: Undertaking under the Asian Paints Limited- Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons

1. I have read and understood the Asian Paints Limited- Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons ("**Code**") and undertake to fully comply with the provisions thereof during my association with Asian Paints Limited ("**Company**").

2. I also acknowledge that the provisions of the Code form an integral part of the terms of my service/employment/engagement with the Company and any breach of the Code would result in a breach of the terms of such service/employment/engagement and I understand and agree to be subject to all the consequences of such a breach.

3. I acknowledge that in the course of my employment/engagement with the Company, I shall come across Unpublished Price Sensitive Information, which would be given to me in confidence, and I undertake that I shall not disclose any Price Sensitive Information received by me to any of my Immediate Relatives.

4. I further undertake that if I gain access to, or receive, any Price Sensitive Information I shall completely refrain from Trading in the securities of the Company till the time such information becomes generally available, in all cases in accordance with this Code.

5. In the event of any breach of the provisions of the Code by any of my Immediate Relatives, I hereby unconditionally undertake to be fully responsible for the consequences of any such breach as if such breach was mine and fully indemnify and keep the Company and its Directors from and against all or any penalties/fines/charges/costs that may be imposed or incurred by SEBI or any other statutory authorities under any Act, law or regulation.

6. All disclosures and undertakings made by me are complete and accurate in all respects and I have not withheld information that would make any of my undertakings or disclosures herein, inaccurate.

7. All capitalized terms used herein but not defined shall have the same meaning ascribed to it in the Code.

Yours Sincerely,

Signature

Name of Designated Person:
Employee Code No. (if applicable):
Contact number:
Department:
Location:
Date:

APPENDIX IX

(UNDERTAKING BY OTHER CONNECTED PERSONS)

Date:_____

To,
The Compliance Officer
Asian Paints Limited,
6A & 6B, Shantinagar,
Santacruz (East),
Mumbai: 400 055
Maharashtra, India

Dear Sir,
Re : Terms of Service

1. We, [*insert name of Connected Person*] are [providing/receiving] [*nature of services/goods to be inserted*] to Asian Paints Limited ("**Company**") pursuant to a contract/arrangement entered into between us and the Company ("**Services**").

2. We hereby acknowledge that we are aware (and that our representatives, employees, affiliates, and advisors are aware or, will be advised by us) that in the course of providing Goods/Services to the Company, we, our representatives, employees, affiliates, and advisors shall be in possession of informationand/or documents in any form or manner, which may contain material, non-public information regarding the Company or any affiliate of the Company. We further acknowledge that we are aware and that our representatives, employees, affiliates, and advisors have been advised that applicable securities laws prohibit any person having unpublished price sensitive information about a company from trading with the securities of that company or communicating such unpublished price sensitive information, and we agree to abide by and cause our representatives, employees, affiliates, and advisors, to abide by the terms of such securities laws, including without limitation, the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**PIT Regulations**"), as may be replaced, amended or supplemented from time to time and other applicable laws in relation to insider trading and the acquisition of securities. We hereby acknowledge and undertake that we have in place a code of conduct as per the requirements of PIT Regulations as applicable to us.

3. In the event of any breach of the provisions of (i) this undertaking, or (ii) any applicable securities laws, including the PIT Regulations, by us or any of our representatives, affiliates, employees, directors, officers, advisors, we hereby unconditionally undertake to be fully responsible for the consequences of any such breach and fully indemnify and keep the Company and its directors, officers, employees, agents, representatives, and affiliates from and against all or any damages on account of such breach, or any penalties/fines/charges/costs/actions that may be imposed or undertaken by the Securities and Exchange Board of India or any other authorities under any Act, law or regulation.

4. We shall not trade in the securities of the Company while in possession of Unpublished Price Sensitive Information or shall not undertake a contra/ opposite trade during 6 (six) consecutive months following the prior Trade.

5. We shall promptly notify the Company in the event of any breach of the provisions of (i) this undertaking, or (ii) any applicable securities laws, including the PIT Regulations, by us or our employees, officers, directors, affiliates, representatives, and advisors.

6. We also acknowledge that this undertaking forms an integral part of the terms of our engagement with the Company and any breach of this undertaking would result in a breach of the terms of such engagement and we understand and agree to be subject to all the consequences of such a breach.

7. We also undertake to furnish the information sought for in Appendix XI to this Code of Conduct.

Yours Sincerely,
[*Name of Connected Person*]
Contact Number :

APPENDIX X

FORM C

SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

REGULATION 7(3) – TRANSACTIONS BY OTHER CONNECTED PERSONS AS IDENTIFIED BY THE COMPANY

Details of trading in securities by other connected persons as identified by the Company

Name, PAN, CIN/DIN, & address with contact nos.of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal of shares specify		Date of intimation to company	Mode of acquisition/ disposal (on market/public /rights/ Preferential offer/ off market/Inter se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities(For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No. and % of shareholding	Type of securities (Foreg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc)	No	Value	Transaction Type (Purchase/Sale/Pledge/Revocation/Invocation/ Others- please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excluded taxes/brokerage/any other changes

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts lot size)	Notional Value	Number ofunits (contracts lot size)	
16	17	18	19	20	21	22

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

Name:
Signature:
Place:

APPENDIX XI

(Disclosure of information by Designated Persons/Connected Persons)

The Compliance Officer
Asian Paints Limited,
6A & 6B, Shantinagar,
Santacruz (East),
Mumbai: 400 055
Maharashtra, India

In compliance of Clause 14 of the Schedule B of PIT Regulations and Regulation 6(4) of the Code

Details relating to the Designated Person/Connected Person		
a)	**Name of the person**	
b)	**Designation**	
c)	**Name of the organization and address**	
d)	**Permanent address**	
e)	**Current Personal address (if different from (d)**	
f)	**Permanent Account Number ("PAN") or any other identifier authorized by law where PAN is not available**	
g)	**Phone/ Mobile No.**	
h)	**Email ID**	

Details relating to immediate relatives*				
Sr. No.	**Name of the Person**	**Relationship**	**PAN or any other identifier authorized by law where PAN is not available**	**Phone/ Mobile No.**

**"Immediate Relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to Trading in Securities*

Details relating to Person with whom the designated person shares a Material Financial Relationship #			
Sr. No.	**Name of the Person with whom the designated person shares a Material Financial Relationship**	**PAN or any other identifier authorized by law wherePAN is not available**	**Phone/ Mobile No.**

#"Material Financial Relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of 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 transaction.

I, _____ _____, hereby consent to the collection, processing, recording, and storage of aforementioned information by the Company for the purposes of compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and applicable internal policies, in accordance with the Digital Personal Data Protection Act, 2023.

I _____ , hereby undertake that the aforementioned information provided by the undersigned above is true and to the best of my knowledge. The information is provided in compliance with Regulation 6(4) of the Code and as per the Schedule B of the Regulations. The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the following circumstances:

a. Under any proceedings or pursuant to any order of courts or tribunals;
b. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; and
c. In compliance with applicable laws, regulations, rules and requirements;

Name and Signature:
Place:
Date:

APPENDIX XII
(Disclosure of names of educational institutions and name of past employers)

The Compliance Officer
Asian Paints Limited,
6A & 6B, Shantinagar,
Santacruz (East),
Mumbai: 400 055
Maharashtra, India

Sub: Disclosure of information in accordance with Clause 14 of the Schedule B of PIT Regulations and the Code

a)	Name	
b)	Designation	
c)	Name & address of the educational institutions of Graduation and above (including institutions of Post – Graduation/Professional Programmes/ Diploma, etc.)	
d)	Names and addresses of all Past employers (including training)	

I,_____ _____, hereby consent to the collection, processing, recording, and storage of aforementioned information by the Company for the purposes of compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and applicable internal policies, in accordance with the Digital Personal Data Protection Act, 2023.

I_____, hereby undertake that the aforementioned information provided by the undersigned above is true and to the best of my knowledge. The information is provided in compliance with Insider Trading Regulations of the Code and as per the Schedule B of the Regulations. The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the following circumstances:

a. Under any proceedings or pursuant to any order of courts or tribunals;
b. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; and
c. In compliance with applicable laws, regulations, rules and requirements;

Name and Signature:
Place:
Date:

APPENDIX XIII

(Format of undertaking to be accompanied with every pre-clearance application for off – market *inter se transfers between Designated Persons*)

The Compliance Officer
Asian Paints Limited,
6A & 6B, Shantinagar,
Santacruz (East),
Mumbai: 400 055
Maharashtra, India

Dear Sir,

I,_____being a Designated Person of the Company, hereby confirm/undertake on behalf of _____:

a) to maintain confidentiality of all 'Unpublished Price Sensitive Information (UPSI)' that is/may come into my possession in the discharge of my duties with the Company;
b) not to pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company based on the same;
c) to report to the Compliance Officer, any non-public information that may be directly received by me;
d) this transaction is an off – market *inter – se* transfer between Designated Persons who were in possession of the same UPSI without being in breach of Regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2015*;*
e) all parties had made a conscious and informed trade decision;
f) this transaction is a bona fide transaction;
g) that I have not contravened the 'Asian Paints Limited- Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and the SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended from time to time; and
h) That I have made full and true disclosure in the matter.

(Signature)

Name of the Applicant:

Date:
Place:

Appendix XIV
(Format of undertaking to be accompanied with every pre-clearance application for executing trade through the block deal window)

The Compliance Officer
Asian Paints Limited,
6A & 6B, Shantinagar,
Santacruz (East),
Mumbai: 400 055
Maharashtra, India

Dear Sir,

I,_____being a Designated Person of the Company, hereby confirm/undertake on behalf of _____:

a) to maintain confidentiality of all 'Unpublished Price Sensitive Information (UPSI)' that is/may come into my possession in the discharge of my duties with the Company;
b) not to pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company based on the same;
c) to report to the Compliance Officer, any non-public information that may be directly received by me;
d) this transaction carried out through the block deal window of [name the Stock Exchange] between [name the Designated Persons] who were in possession of the same UPSI without being in breach of Regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
e) all parties had made a conscious and informed trade decision;
f) this transaction is a bona fide transaction;
g) that I have not contravened the 'Asian Paints Limited- Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and the SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended from time to time; and
h) That I have made full and true disclosure in the matter.

(Signature)

Name of the Applicant:

Date:
Place:

Appendix XV

(Format of undertaking to be accompanied with every pre-clearance application for executing trade pursuant to a statutory or regulatory obligation)

The Compliance Officer
Asian Paints Limited,
6A & 6B, Shantinagar,
Santacruz (East),
Mumbai: 400 055
Maharashtra, India

Dear Sir,

I,_____being a Designated Person of the Company, hereby confirm/undertake on behalf of _____:

a) to maintain confidentiality of all 'Unpublished Price Sensitive Information (UPSI)' that is/may come into my possession in the discharge of my duties with the Company;
b) not to pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company based on the same;
c) to report to the Compliance Officer, any non-public information that may be directly received by me;
d) this transaction carried out on account of a Statutory or Regulatory Obligation to carry out a bona fide transaction;
e) this transaction is a bona fide transaction;
f) that I have not contravened the 'Asian Paints Limited- Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and the SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended from time to time; and
g) That I have made full and true disclosure in the matter.

(Signature)

Name of the Applicant:

Date:
Place:

APPENDIX XVI
Format of Undertaking for Creation of Pledge

To,
The Compliance Officer
Asian Paints Limited,
6A & 6B, Shantinagar,
Santacruz (East), Mumbai:
400 055
Maharashtra, India

Dear Sir,

[●] Limited ("pledger"), forming part of the promoter/promoter group of Asian Paints Limited, intends to deal in securities of Asian Paints Limited by way of creation of pledge and request for pre-clearance.

I, [●], the director of [●] Limited, do hereby solemnly state as under:

a) That the acquisition of shares and/or the creation of pledge by [●] Limited is for bona fide and genuine business purpose and that the acquisition of shares is not for the purpose of trading in securities.

b) That the pledgee is a bank/financial institution/mutual fund/insurance company/non-banking financial companies ("Approved Lender").

c) That there is no profit or loss sharing agreement or any other financial agreement with any third party to this effect;

d) That the proposed pledge does not entail providing access to any unpublished price sensitive information pertaining to Asian Paints Limited to the lender or any other person;

e) That the pledgor will follow and comply with all the procedure required for pledging the securities in favour of the lender and for de – pledging the securities from the existing lender, as may be applicable;

f) That the pledge will be created in accordance with the provisions of the applicable laws with appropriate disclosures in compliance with various regulations prescribed by the Securities and Exchange Board of India.

g) That [●] Limited acknowledges to have fully understood its obligations under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations') and the Asian Paints Limited – Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons ('Code of Conduct'), and will unconditionally abide by the same.

h) That [●] Limited has not contravened the Code of Conduct as notified by Asian Paints Limited from time to time.

i) That the borrowing agreement or any such document entered into by us will not have any adverse effect on Asian Paints Limited, its directors or shareholders in any manner;

j) That [●] Limited has made a full and true disclosure in the matter.
Given under my hand this [●] day of [●], [●].

Capitalised terms used and not defined herein shall have the same as prescribed to it in the PIT Regulations and Code of Conduct of Asian Paints Limited.

Yours faithfully,
For [●] Limited

_____
Name:
Designation:
Date:

APPENDIX XVII

Format to Report UPSI received directly or indirectly, to the Compliance Officer

The Compliance Officer
Asian Paints Limited,
6A & 6B, Shantinagar,
Santacruz (East),
Mumbai: 400 055
Maharashtra, India

Sir,

Sub: Reporting of Unpublished Price Sensitive Information (USPI)

I,_____being a Designated Person as per Asian Paints Limited- Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons ("Code"), hereby report the following UPSI received/accessed by me either directly or indirectly which directly or indirectly related to Asian Paints Limited, or its Securities, that is generally not available, and which on being Generally Available, is likely to materially affect the price of Securities of Company:

Sr. No.	UPSI	Information
1	Financial Results	
2	Dividends	
3	change in capital structure;	
4	mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions	
5	changes in key managerial personnel	
6	such other information as may be deemed to be constituted as UPSI by the Board and the Compliance Officer from time to time	

I,_____, hereby undertake that the aforementioned information provided by the undersigned above is true and to the best of my knowledge. The information is provided in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 of the Code and as per the Schedule B of the Regulations. The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the following circumstances:

i. Under any proceedings or pursuant to any order of courts or tribunals;
ii. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; and
iii. In compliance with applicable laws, regulations, rules and requirements;

Name and Signature:
Place:
Date:

APPENDIX XVIII

Notice to be issued for maintenance of confidentiality of UPSI shared

Sir,

Notice - Pursuant to Insider Trading Regulation

Pursuant to the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (the Insider Trading Regulations) read with Asian Paints Limited – Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons (the APL Code), any person who is in receipt of unpublished price sensitive information (as defined in the Insider Trading Regulations and the APL Code) shall be considered as "Insider", even if such information is shared pursuant to a legitimate purpose.

Please note that based on information shared with you [details of UPSI] on a need-to-know basis and for furtherance of legitimate purposes, you will be considered as an “Insider” for the purposes of the Insider Trading Regulations and the APL Code.

Accordingly, as an Insider, you are *inter alia* required to abide by the following:

a. maintain confidentiality of all Unpublished Price Sensitive Information shared with you and in your possession;

b. not communicate, provide, or allow access to any unpublished price sensitive information to any person including other Insiders except where such communication is in furtherance of Legitimate Purpose, performance of duties or discharge of legal obligations and otherwise in accordance with the Insider Trading Regulations and the APL Code;

c. You are required to hold in strict confidence and take adequate precautions to protect the security, integrity, and confidentiality of such unpublished price sensitive information in compliance with the Insider Trading Regulations and the APL Code.

d. not pass on such information to any person directly or indirectly by way of making a recommendation for the Trading of Securities of the Company based on the same; and

e. not to trade in the securities of the Company when in possession of Unpublished Price Sensitive Information, except in accordance with the Insider Trading Regulations and the APL Code.

Further, you are requested to note that any violation of this notice will be treated as a violation of the Insider Trading Regulations and the APL Code and shall be liable for disciplinary action and remedial measures as per the Insider Trading Regulations and the APL Code.

For **Asian Paints Limited**
Compliance Officer

APPENDIX XIX

Format of Undertaking upon cessation as a Designated Person under SEBI (Prohibition of Insider Trading) Regulations, 2015

To,
The Compliance Officer
Asian Paints Limited
6A & 6B, Shantinagar,
Santacruz (East),
Mumbai – 400 055
Maharashtra, India

I, [insert name], am a Designated Person of Asian Paints Limited, having its Registered Office at 6A & 6B, Shantinagar, Santacruz (E), Mumbai – 400 055, (hereinafter referred to as "the Company"), as per the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons (hereinafter referred to "Code of Conduct") and the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "PIT Regulations").

I shall cease to be a Designated Person in accordance with the Code of Conduct and PIT Regulations, w.e.f. [insert last working date].

Following are the details of my relatives:

Details relating to relative(s)				
Sr. No.	**Name of the Person**	**Relationship**	**PAN or any other identifier authorized by law where PAN is not available**	**Phone/ Mobile No.**

I acknowledge that in accordance with the PIT Regulations and the Code of Conduct, I shall continue to be a Connected Person/Insider up to 6 months after ceasing to be a Designated Person of the Company.

Accordingly, as an Insider, I understand and undertake to:

a. maintain confidentiality of all Unpublished Price Sensitive Information in my possession
b. not communicate, provide or allow access to any Unpublished Price Sensitive Information to any person including other Insiders except where such communication is in furtherance of Legitimate Purpose, performance of duties or discharge of legal obligations and otherwise in accordance with this Code of Conduct
c. not pass on such information to any person directly or indirectly by way of making a recommendation for the Trading of Securities of the Company based on the same
d. not to trade in the securities of the Company when in possession of Unpublished Price Sensitive Information, except in accordance with this Code of Conduct.

My current residential address and, contact details are as under:

Address:
Contact details:
Personal Email Id:

I further undertake to update the Compliance Officer about any changes in the aforesaid during the period of 1 (one) year from my last working day in the organization.

I further declare that the above disclosure is true and correct.

I, _____ _____, hereby consent to the collection, processing, recording, and storage of aforementioned information by the Company for the purposes of compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and applicable internal policies, in accordance with the Digital Personal Data Protection Act, 2023.

Signature:
Employee Code:
Designation:
Date: