

COCHIN MINERALS AND RUTILE LIMITED

Code of conduct to regulate, monitor and report securities trading by insiders

(in terms of regulation 9(1)&(2) of SEBI (Prohibition of Insider Trading) Regulations 2015)

This Code of Conduct to Regulate, Monitor and Report trading by Insiders of Cochin Minerals and Rutile Ltd. (the Company/CMRL, .) in the securities of the company has been framed pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and based on the company's policy in this regard.

Definitions and Interpretation:

"Code" shall mean this Code of Conduct to Regulate, Monitor and Report trading by Insiders of CMRL;

"Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification(s) thereof;

"Board" means the Board of Directors of CMRL

"Key Managerial Personnel" in relation to a company, means –

- (i) Chief Executive Officer or the managing director or the manager;
- (ii) Company Secretary;
- (iii) Whole-time Director;
- (iv) Chief Financial Officer; and
- (v) Such other officer/s as may be prescribed under the Companies Act, 2013 or the SEBI regulations;

"Director" means a member of the Board of Directors of CMRL

"Employee" means all employees of CMRL

"Compliance Officer" shall be the person holding the position of Company Secretary of the Company, from time to time;

"Insider" means any person who is:

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information;

"Connected Person" means –

- (i) any person who is or has during the six months prior to the concerned act/event been associated with the company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
 - a) an immediate relative of connected persons specified in clause (i); or
 - b) a holding company or associate company or subsidiary company; or
 - c) an intermediary as specified in section 12 of the SEBI Act or an employee or director thereof; or
 - d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - e) an official of a stock exchange or of clearing house or corporation; or
 - f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g) a member of the board of directors or an employee of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - i) a banker of the company; or
 - j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;
 - k) professionals or firms such as auditors, accountancy firms, law firms, analysts, consultants, market intermediaries etc.

"Designated Connected Person" means (1) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative has more than ten per cent of the holding or interest; (2) professionals/ firms such as auditors, accountancy firms, law firms, analysts, consultants etc., market intermediaries and other persons declared as designated connected persons by the Company from time to time

"Designated Employees" shall mean:

- (i) Every Employee in the senior management cadre.
- (ii) Every employee in the Finance, Accounts, Company Law, secretarial & Legal Departments.

- (iii) Any other employee as may be determined and informed by the Compliance Officer from time to time.

“Designated Person (s)” shall mean Promoters, Board Members, Designated Employees and Designated Connected Persons.

“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

“generally available information” means information that is accessible to the public on a nondiscriminatory basis.

SEBI Insider Trading Regulations” shall mean the SEBI (Prohibition of Insider Trading) Regulations 2015, as amended from time to time;

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

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

“Trading Day” means a day on which the recognized stock exchanges are open for trading;

Trading Window” means the time period during which Dealing in Securities of CMRL shall be permitted.

“Unpublished Price Sensitive Information” means any information relating to the company or its securities, directly or indirectly, that is not generally available, which upon becoming generally available is likely to materially affect the price of the securities and shall ordinarily include, but not restricted to, information relating to the following:

- (i) Financial results
- (ii) Dividends, bonus, rights
- (iii) Change in capital structure
- (iv) Merger, demerger, joint venture, delisting, disposal and expansion of business
- (v) Change in key management personnel
- (vi) Material events in accordance with the listing agreement

The codes:

1. This Code shall apply to the Designated Persons and their Immediate Relatives, irrespective of whether the Securities are held by Designated Persons solely or jointly along with any other Persons(s) or by their immediate relative.
2. The company secretary shall be the compliance officer.
3. The compliance officer shall report to the Board of Directors and in particular, shall provide reports to the chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors on quarterly basis or at such frequency as may be stipulated by the Board of Directors
4. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or its securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations on a need-to-know basis.
5. Directors/designated employees shall maintain strict confidentiality of all price sensitive information i.e. any information that can materially affect the price movement of the securities of the company.
6. Unpublished Price sensitive information shall be disclosed only to those within the organization who need the information to discharge their duties. Any disclosure to others shall be duly authorized by the Managing Director/compliance officer.
7. Designated Persons shall not use unpublished price sensitive information to buy or sell securities whether for their own account, their relatives' account, or clients' account.
8. The directors, key managerial personnel and designated employees shall disclose their holding of securities of the company as on 15.05.2015 to the company within thirty days i.e. before 15.06.2015 in form 'A'.
9. Every person on appointment as director, key managerial personnel or designated employee shall disclose his/her holding in securities as on the date of appointment within 7 working days of the appointment in form 'B'.
10. The directors, key managerial personnel and designated employees of the company shall disclose to the company the number of securities acquired or disposed of within two trading days of such transaction, if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakhs rupees in form 'C'.
11. Directors, Key managerial personnel and designated employees of the Company shall be subject to the following restrictions in respect of buying/selling/dealing in the shares of the Company.

a. Pre-Clearance

Directors, KMPs and designated employees and their immediate relatives who intend to buy, sell or otherwise deal in the shares of the Company in excess of 1000 shares in a month shall get pre-clearance for the transaction as per following procedure:

- i. An application may be made in the prescribed form ('R') to the Compliance officer.
- ii. The pre-cleared transactions should be executed within 14 trading days from the date of pre-clearance advice. If the order is not executed within this period, fresh pre-clearance is to be obtained.
- iii. Shares so purchased shall be held for a minimum period of 6 months.
- iv. In case of sale of shares necessitated by personal emergencies, the holding period may be reduced by the compliance officer, after recording reasons in writing.
- v. The compliance officer shall place before the chairman/Managing Director/Chief Executive Officer on a quarterly basis all details of the dealing in securities by designated employees/KMPs/directors.

12. Trading plan

- (i) An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

Such trading plan shall:-

- a) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan
- b) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are to be announced by the company and the second trading day after the disclosure of such financial results;
- c) entail trading for a period of not less than twelve month
- d) not entail overlap of any period for which another trading plan is already in existence;
- e) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- f) not entail trading in securities for market abuse.

13. No-trading period

- a. The company shall specify "No-trading period" at the time of considering unpublished price sensitive information such as.
 - i. Declaration of Dividend.

- ii. Approval/declaration of financial results.
 - iii. Public/rights/bonus issues.
 - iv. Expansion plans
 - v. Execution/progress of new projects.
 - vi. Amalgamation/merger/take-over/buy back of shares
 - vii. Disposal of whole or part of the undertaking
 - viii. Any major changes in policies, plans or operations of the Company.
- b. During "No trading periods" the trading window shall remain closed and Directors/designated employees shall not buy, sell or otherwise deal in the shares of the Company. Such "No-trading periods", normally 14 days preceding and 2 days following the above events, will be notified by the Company on the Company Notice Board from time to time.
14. The Directors/designated employees who buy or sell shares of the company shall not enter into an opposite transaction during the next 6 months following the prior transaction.
15. The Directors and designated employees shall execute undertaking/s in favour of the Company to the effect that they
- a. Shall disclose his/her holding position and any change in his/her holding position
 - b. Would completely refrain from dealing in the shares of the company till any price sensitive information available to them becomes public.
 - c. Have not contravened the code of conduct for prevention of insider trading
 - d. Have made a full and true disclosure in the matter.
16. The compliance officer shall maintain a record of all disclosures and documents regarding dealing in security by directors/designated employees.
17. In the event of violation of the above code by designated persons:
- (i) the matter shall be reported by the compliance officer to the audit committee for recommending to the board appropriate action including monetary penalties, salary freez or suspension.
 - (ii) If the violation attracts provisions of the SEBI (Prohibition of Insider Trading) Regulations 2015), the compliance officer shall refer the matter also to SEBI.
18. Clarification / guidance required, if any, can be had from the Compliance Officer.