

CIMMCO LIMITED

CODE OF CONDUCT UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS

SEBI has amended SEBI (Prohibition of Insider Trading) Regulations vide its notification dated 20.02.2000 vide Circular No.F No.SEBI/LE/2841/2002.

These regulations re framed with a view to preventing undue advantage being taken by the persons concerned using price sensitive information which is not disclosed to public at large and is available to only a limited section of the people.

The Regulations mainly focus on regulating the passing of information and its use by the person in trading of SECURITIES i.e. Equity Shares of Cimmco Limited.

The Code consists of compliance requirement with reference to the Regulations and any violation thereof entails extremely stiff penalty by way of fine and imprisonment and also loss of employment.

Regulation	Compliance
Appointment of Compliance Officer reporting to CEO.	The Company Secretary shall be the Compliance Officer
Responsibilities of Compliance Officer Monitoring adherence to the Regulations for preservation of PRICE SENSITIVE INFORMATION, preclearing of trades in equity shares by the designated employees and their dependants and implementation of the Code of Conduct under the overall Supervision of the Board of Directors.	The Board of Directors has approved this Code of Conduct for ensuring compliance of the regulations.
Definition of Designated Employee Officers comprising top three tiers of company management and all employees of the finance department and Such other employees as designated by the company to whom these trading restrictions apply.	Designated Employee: 1. Senior Managers and above 2. All employees of Secretarial and Finance Department of the Company.
Compliance Officer (CO) shall maintain record of designated employees and changes made therein and provide information / clarification regarding SEBI rulings on the subject.	The Compliance Officer to keep a record of the same and issue general Office Circular for changes made from time to time in the regulations and address any clarification sought by any employee specifically.
Preservation of Price Sensitive Information Directors/Employees shall maintain confidentiality of price sensitive information and must not pass such information with a recommendation to trade in the shares. The price sensitive information shall be handled in a need to know basis i.e. only those employees shall have access to such information as desired for discharge of their	This applies to all the directors and employees of the Company, hence all directors and employees of the Company are covered under this clause.

<p>duties and confidential information may be kept secure. Necessary security of the Computer Systems may be instituted for the same.</p>	
<p>Trading Window to be made</p> <p>The Company shall specify trading period to be called trading window for trading in the Company's share/securities which shall remain closed (no designated employee can trade in such times) during:</p> <ol style="list-style-type: none"> 1. Declaration of Financial Results (Quarterly, Half Yearly, or Annual) 2. Declaration of Dividend (Interim or final) 3. Issue of securities by way of Public/Rights/Bonus etc. 4. Any major expansion/execution of new project 5. Amalgamation/merger/takeover/ buyback 6. Disposal of whole or substantial part of undertaking 7. Changes in policies/plans/operations of the Company <p>The trading window once closed shall be opened 24 hours after the above information is made public. No director/officer/designated employee shall trade when the trading window is closed. The Company may close the trading window voluntarily at times other than as mentioned above.</p> <p>In case of ESOP, exercise of option is allowed but the sale of such shares will not be allowed.</p>	<p>In case of Board meetings for consideration of Financial statements Trading window shall close 15 days before the Board Meeting and will open after 24 hours after the publication of the results. In other cases the Company may prescribe the timings of closing the trading window in consultation with the Company Secretary and communicate the same to all designated employees within 15 minutes of the decision to close the window which will open 24 hours after the publication of the price sensitive information.</p> <p>The Company may by general order specify the penalties/fines for breach of such directions to all the designated employees.</p>
<p>Pre-Clearance of Trades</p> <p>All trades of designated employees/directors / Officers above threshold limit as decided by the Company, should be pre-cleared on the basis of following procedures:</p> <p>Application may be made to CO indicating number of shares/securities desired to be traded, details of depository and other information as may be sought by the Company together with an undertaking that the concerned person is not in possession of any price sensitive information at the time and in case a price sensitive information is received by him before execution of the trade he/she would refrain from dealing in such securities till the information is made public, that he has not contravened code of conduct for</p>	<p>The Company has decided a threshold limit of 1000 equity shares and any trade above the same may be required to be pre-cleared.</p> <p>The format for Application and undertaking is given as Annexure 1. The Company may institute a process of automatic approval for the clearance and sale provided trading window is not closed during such period.</p>

<p>preservation of insider trading and had made full and true disclosure in the matter.</p> <p>Other Restrictions All persons shall be required to execute the trade within one week of the clearance and in case of lapse of time the clearance must be taken again.</p> <p>All directors shall hold their investments for a minimum period of thirty days to be considered as being held for investment purposes. The holding period to apply to shares allotted in IPOs also from the date of allotment. In case of sale being necessitated by personal emergency the holding period may be waived by CO after recording reasons in writing.</p>	<p>Every employee taking permission for the pre clearance of the trade may be asked to submit a compliance of the clearance i.e. purchase/sale actually undertaken within the three working days of the actual transaction.</p> <p>The CO may waive the holding period on the basis of the regulations for any employee.</p> <p>A copy of the Code instituted for compliance of these Regulations has been placed before the Board highlighting the provisions applicable to the directors for their necessary compliance.</p>
<p>Reporting Requirement for transaction in Security</p> <p>All concerned persons shall be required to forward statement containing the following for himself and dependant family members:</p> <p>All holding in shares/securities of the Company at the time of joining the company.</p> <p>Periodic statement of transaction of securities (periodicity may be defined by the company), the company free to decide whether reporting required for trades where pre-clearance required.</p> <p>Annual statement of all holding in securities.</p> <p>The CO may maintain records of such declarations for a minimum period of three years.</p> <p>The CO shall place before CEO or a specified committee on a monthly basis all dealings in securities by such persons together with documentation therein.</p>	<p>All the employees are required to submit a declaration at the time of instituting this system and thereafter once every Quarter declaring the holding of shares/securities of the Company by them.</p> <p>The Company may also take statement of transactions where pre-clearance is sought.</p> <p>Annual Statement of Holding of shares/securities as at 31st March must be submitted by all employees of the Company by 7th April.</p> <p>The Company may appoint the Shareholders'/ Investors' Grievance Committee to oversee compliance of the regulations. The CO is required to report the contravention if any by any employee to the Committee.</p> <p>The Company is also required to submit the information pertaining to initial disclosure/ continual disclosure to all the stock exchanges where the shares of the Company are listed within 5 days of receipt of information from the employees. Hence it is made compulsory to all the employees to submit information strictly within the stipulated time.</p>



CIMMCO LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8(1) of Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 2015]

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Code for Disclosure) shall come into force from 14th May 2015.

Corporate Disclosure Policy

The Company shall ensure:

1. Prompt public disclosure including to the Stock Exchanges of Unpublished Price Sensitive Information that it believes might impact price discovery, no sooner than the time credible and tangible information comes into being, in order to make such information generally available.
2. Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
3. Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
4. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
5. Ensuring that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
6. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
7. Handling of all Unpublished Price Sensitive Information on a need-to-know basis.

Dissemination of information

The Company shall designate a senior officer as chief investor relations officer ("Chief Investor Relations Officer") who, in consultation with the Compliance Officer, shall deal with the dissemination of information and disclosure of Unpublished Price Sensitive Information.