

CAMSON SEEDS LIMITED
Policy for Prohibition of Insider Trading as per
SEBI (Prohibition of Insider Trading) Regulations, 2015

THE CONCEPT:

The SEBI (Prohibition of Insider Trading) Regulations, 2015 have been devised by the Securities and Exchange Board of India to deter the practice of Insider Trading in the shares of listed companies. The objective is to make for a level playing field for the company employees and the outside investors in the securities there by ensuring transparency and fair play in securities' transaction(s). SEBI seeks to achieve this objective through barring insiders of a listed company to deal in its securities, while in possession of unpublished price sensitive information.

DEFINITIONS:

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

"Board of Directors" means the Board of Directors of Camson Seeds Limited;

"Code or Code of Conduct" shall mean the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulating, Monitoring & Reporting of Trading by Insiders of Camson Seeds Limited as amended from time to time.

"Company" means Camson Seeds Limited.

"Compliance Officer" means any senior officer, designated so and reporting to the Board of Directors or head of the organization in case Board is not there, 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;

"Insider" means any person who is:

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- ii) in possession of or having access to unpublished price sensitive information;

Insider Trading thus refers to a practice where by a person's access to confidential (inside) and non-published (Advance) information gives him an unfair advantage over others in the trading of a company's securities.

“Trading Window” means a trading period for trading in Company’s securities as specified by the Company from time to time.

"Unpublished Price Sensitive Information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon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

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) material events in accordance with the listing agreement.

APPLICABILITY:

The policy is applicable to the following categories of persons including their dependent family members:

- **All Directors of the Company**
- **Designated Employees***

***DESIGNATED EMPLOYEES**

- All employees comprising the top tiers of the Company's Management
- Company Secretary
- Chief Executive Officer
- Chief Operating Officer
- Finance Head

The policy is also applicable to any person who is a **Promoter** or **Part of Promoter Group**.

COMPLIANCE OFFICER AND DUTIES OF COMPLIANCE OFFICER:

1. The Company Secretary shall be the Compliance Officer for the purposes of the Code.
2. The Compliance Officer shall be responsible for reporting on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairperson of the Audit Committee and to the Chairperson of the Board of Directors on quarterly basis.
3. The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct.

TRADING PLANS:

- 1) An insider shall be entitled to formulate a Trading Plan that complies with the SEBI Regulations (a "Trading Plan") and present it to the Compliance Officer for approval and public disclosure pursuant to which Trades may be carried out in his behalf in accordance with such plan.
- 2) The Compliance Officer shall review and approve the Trading Plan if it complies with the SEBI Regulations and shall disclose the Trading Plan to the stock exchanges.
- 3) The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the Trading Plan. However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information. Further, the Designated Person shall also not be allowed to Trade in securities of the Company, if the date of Trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

TRADING WINDOW, TRADING PERIOD AND TRADING LIMIT:

All the Directors/Designated employees (as well as their dependants) and Promoters or Person who is part of Promoter Group shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the period when the trading window is closed.

- Trading Window shall be closed at least 7 days before the date of Board Meeting related with any item of the UPSI. Trading window shall open 24 hours after the UPSI is published or made available to the general public.
- There is no restriction for trading of securities of value for less than INR 5,00,000/ or less than 25,000 shares, whichever is lower, during a valid trading window.
- All the Directors/Designated Employees (as well as their dependants) and Promoters or Person who is part of Promote Group who intend to deal in shares (not less than INR 5,00,000/ in value or less than 25,000 shares, in one financial year) should get prior-clearance of the transaction as per the procedure:

1. Application to the Compliance Officer/Managing Director or in case the applicant is Compliance Officer himself, to the Managing Director in the prescribed format (**Annexure 1**).

2. **Undertaking (Annexure 2)** executed by Directors/Designated Employees/Promoters or Person who is part of Promoter Group in favor of the Company stating that:

- he/she does not have access to or received UPSI upto the time of signing the undertaking
- that in case he/she has access to or receives UPSI after signing the undertaking but before execution of transaction, he/she shall inform the Compliance Officer/Managing Director forth with and refrain from dealing in securities till the UPSI becomes public
- he/she has not contravened the provisions of the Code on Prohibition of Insider Trading
- he/she has made full disclosure in the matter

3. Execution of order within one week i.e.7 days of the permission, else fresh clearance will be required.

- In all cases, Directors/Designated Employees/Promoters or Person who is part of Promoter Group who buys or sells any number of shares of Company shall not enter into an opposite transaction i.e. sell or buy any number of shares within 1 month following a prior transaction. The Directors/Designated Employees/Promoters or Person who is part of Promoter Group shall also not take positions in derivative transactions in the shares of the Company at any time.
- In case sale of securities is necessitated by personal emergency, the holding period may be waived by Compliance Officer after recording in writing there as on in this regard.
- The Compliance Officer of the Company shall disclose the information regarding the closure and open of Trading Window to the concerns from time to time.

PRE-CLEARANCE OF TRADING:

1) Designated Persons may Trade in the securities of the Company when the trading window is open, after obtaining approval of the Compliance Officer by submitting an application as per Annexure 1 and an undertaking as per Annexure 2.

2) The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.

3) The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person, on the condition that the Trade so approved shall be executed within seven trading days following the date of approval.

- 4) The Designated Person shall, within two days of the execution of the Trade, submit the details of such Trade to the Compliance Officer as per Annexure 3. In case the transaction is not undertaken, a report to that effect shall be filed in the said form.
- 5) If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.
- 6) A Designated Person who Trades in securities without complying with the preclearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Rules.
- 7) Nothing in this rule shall apply to any Trade involving a value less than Rs 5 Lakhs or such other amount as may be specified by the Board of Directors from time to time (a “de minimis Trade”) provided the Designated Person is not in possession of UPSI while executing the de minimis Trade.

DISCLOSURES:

1. Initial Disclosures:

- a) Every Promoter, Key Managerial Personnel and Director of the Company, shall disclose his/her holding of Securities and trading in derivatives of Securities of the Company as on May 15, 2015, to the Company within thirty days i.e. on or before June 14, 2015 in Form A.
- b) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose his/her holding of Securities of the Company as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a Promoter in Form B.

2. Continual Disclosures:

- a) Every Promoter, Employee and Director of the Company shall disclose to the Company, the number of such Securities acquired or disposed of within two trading days of such transaction in Form C, if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified.
- b) The Company shall notify the particulars of such trading to the stock exchanges on which the Securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

3. Disclosures by other connected persons:

Any company whose securities are listed on a stock exchange may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

4. Disclosure to the Stock Exchange:

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

5. Annual Disclosure

Every promoter, director and Designated Person of the Company shall disclose their holding of Securities on annual basis within 60 days from conclusion of every financial year of the Company.

PROHIBITION ON DISCLOSURE OF UPSI:

The Directors/Designated Employees/Promoters or Person who is part of Promoter Group shall maintain the confidentiality of all 'Unpublished Price Sensitive Information' (UPSI) and shall not disclose or communicate or counsel or procure directly or indirectly the UPSI to any person (except sharing of information by the nominee directors with their nominating authorities) until the same is made available to the general public. The Directors/Designated Employees/Promoters or Person who is part of Promoter Group, when in possession of UPSI shall not buy/sell securities of the Company either on their own behalf or on behalf of any other person.

PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT:

11.1 The Designated Persons shall be individually responsible for complying with the provisions of this Code, including to the extent the provisions hereof as are applicable to his/her Immediate Relatives.

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

11.3 In case, it is observed by the Board of Directors that there has been violation of this Code, the same shall be informed to the SEBI promptly.

11.4 In case of violation of the Code, the disciplinary action taken by the Company shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI

(Prohibition of Insider Trading) Regulations, 2015. In case the SEBI Regulation or any Statutory Provisions are more stringent than those contained in the Code, the SEBI Regulations / Statutory Provisions will prevail.

The Board of Directors will make such alterations to the Code, as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent to the SEBI(Prohibition of Insider trading) regulations, 2015 or any amendments thereto.