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Code of Conduct to regulate, monitor and report trading by an Insider

1 PREAMBLE

The Securities and Exchange Board of India (SEBI), has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“new Insider Trading Regulations”) which will be in force with effect from May 15, 2015. These regulations shall be applicable to all listed companies. In terms of new Insider Trading Regulations, it is mandatory for every listed company to formulate a code of practices and procedures for fair disclosure of unpublished price sensitive information and a code of conduct to regulate, monitor and report trading by its employees and other connected persons.

In order to comply with the requirements of the Regulations, it is necessary to formulate a code of practices and procedures for fair disclosure of unpublished price sensitive information and a code of conduct to regulate, monitor and report trading by the Promoters, Directors, Key managerial Persons, Officers, Employees and other connected persons of Mangalore Chemicals & Fertilizers Limited (“the Company”).

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2 DEFINITIONS

“Act” means the Securities and Exchange Board of India Act, 1992 (15 of 1992)

“Board” means the Board of Directors of the Company

“Compliance officer” means the Company Secretary of the Company or any senior officer, designated so and reporting to the board of directors of the Company, 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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 Company;

“Connected Person” means,-

- i. any person who is or has during the six months prior to the concerned act 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, key managerial personnel, 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 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 recognized 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 a company or his immediate relative or banker of the Company, has more than ten per cent. of the holding or interest;

“Designated Employee” means:

- a. all the directors of the Company
- b. all employees of the Company of the rank of Vice President and above their Secretaries/Personal Assistants / Executive Assistants.

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- c. All employees in the Corporate Finance Department in Head Office.
- d. All employees in the Accounts / Finance Department at Works Office, Mangalore.
- e. All employees in the Legal & Secretarial Department at Head Office, Bangalore.
- f. any other employee as may be determined and informed by the Compliance Officer from time to time.

“Director” means a member of the Board of Directors of the Company.

“Generally available information” means information that is accessible to the public on a non-discriminatory basis;

“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;

“Insider” means any person who is: i) a connected person; or ii) in possession of or having access to unpublished price sensitive information; or iii) Any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose as determined by the Board of Directors.

“Key Managerial Person” means person as defined in Section 2(51) of the Companies Act, 2013

“Trading” means and includes subscribing, buying, selling, pledging, dealing, or agreeing to subscribe, buy, sell, pledge, 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;

“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 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

“Regulations” shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

“Specified Persons” means the Directors, the insiders, the Designated Employees, the promoters and their immediate relatives.

3 RESTRICTION ON COMMUNICATION AND TRADING BY INSIDERS

3.1 Preservation of unpublished price sensitive information.

- 3.1.1 All information shall be handled within the organization on a need-to-know basis and no insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to Company or Company's securities, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 3.1.2 An 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 takeover regulations where the Board is of informed opinion that ~~the proposed transaction~~ sharing of such information is in the best interests of the Company;
 - b. not attract the obligation to make an open offer under the 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 at least 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.
- 3.1.3 However, the Board shall, wherever necessary, require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for this limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.
- 3.1.4 When any unpublished price sensitive information is shared to any person, whether in furtherance of legitimate purposes or otherwise, a digital database shall be maintained, which shall contain the names of such persons along with the Permanent Account Number.

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3.2 Trading when in possession of unpublished price sensitive information.

3.2.1 No insider shall trade in securities of the Company when in possession of unpublished price sensitive information:

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

(i) the transaction is an off-market inter-se transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of this code and both parties had made a conscious and informed trade decision;

(ii) in the case of non-individual insiders: –

(a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

(b) appropriate and adequate arrangements were in place to ensure that this code is not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

(iii) the trades were pursuant to a trading plan

3.3 Trading Plans.

3.3.1 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.

3.3.2 Such trading plan shall:–

- i. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;

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- iii. entail trading for a period of not less than twelve months;
 - iv. not entail overlap of any period for which another trading plan is already in existence;
 - v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - vi. not entail trading in securities for market abuse.
- 3.3.3 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations. Pre-clearance of trades and Trading Window norms shall not be required for a trade executed as per an approved trading plan.
- 3.3.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- 3.3.5 However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.
- 3.3.6 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.
- 3.4 **Trading Window and Window Closure**
- 3.4.1 The trading period, i.e. the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities. The Trading window of the Company shall close from the end of every quarter

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- till 48 hours after the declaration of financial results. The trading window shall be also closed for such period as may be determined by the Compliance Officer when he determines that Specified Persons can reasonably be expected to have possession of unpublished price sensitive information.
- 3.4.2 All Specified Persons 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 periods when the trading window is closed.
- 3.4.3 In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.
- 3.4.4 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.
- 3.4.5 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.
- 3.5 Pre-clearance of trades**
- 3.5.1 All Designated Employees & Insiders, who intend to deal in the securities of the Company when the trading window is open and if the value of the proposed trades is above 10,000 shares or up to Rs. 5 Lakh (market value), whichever is less, should pre-clear the transaction. However, no Designated Employees & Insiders shall be entitled to apply for pre-clearance of any proposed trade if he is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade.
- 3.5.2 The pre- clearance procedure shall be hereunder:

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- i. An application may be made in the prescribed Form (Annexure 1) to the Compliance officer indicating the estimated number of securities that the designated employee intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
- ii. A declaration (Annexure 2) shall be executed in favour of the Company along with the application for pre-clearance.
- iii. The Compliance Officer, if satisfied that the applicant is not in possession of any unpublished price sensitive information, may grant the approval.

However, the approval shall not be accorded without seeking consent of

- a. the Chairman of the Audit Committee, where the pre-clearance is sought by any Director or the Chairman of the Board;
- b. the Chairman of the Board, where the pre-clearance is sought by the Chairman of the Audit Committee.

3.5.3 All Designated Employees & Insiders shall execute the trades within 7 (seven) trading days for which pre-clearance is given, failing which fresh pre-clearance would be needed for the trades to be executed.

3.5.4 The Designated Employees & Insiders shall report within 2 (two) days, the details of such deal or of the fact of transaction is not undertaken, to the Compliance Officer

3.5.5 All Designated Employees & Insiders who buy or sell any number of shares of the Company shall not enter into a contra trade (opposite transaction i.e. sell or buy any number of shares) during the next six months following the prior transaction. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

3.6 **Role of Compliance Officer**

3.6.1 The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board

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of Directors at such frequency as may be stipulated by the Board of Directors.

- 3.6.2 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 Company's Code of Conduct.

4 DISCLOSURE REQUIREMENTS

- 4.1 **Initial Disclosure**
- 4.1.1 Every promoter, key managerial personnel and director of the Company shall disclose its/his/her holding of securities of the Company as on May 15, 2015, to the Company within thirty days of these regulations taking effect (i.e June 15, 2015) in the prescribed Form (Annexure 3).

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4.1.2 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his 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 the prescribed Form (Annexure 4).

4.2 **Continual Disclosure**

4.2.1 Every promoter, key managerial personnel, designated 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 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 in the prescribed Form (Annexure 5).

It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in 4.2.1 above.

4.2.2 All Designated Employees of the Company are also required to give periodic disclosures of all holdings in securities of the Company at the following times in prescribed Form (Annexure 6):

a. As on March 31 every year on or “before April 15th”, every year

4.2.3 The disclosures to be made by any person under this clause shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions. The disclosures of trading in securities shall also include trading in derivatives of securities

4.3 **Disclosure by the Company**

Within 2 days of the receipt of intimation under 4.2.1, the Compliance Officer shall disclose to all Stock Exchanges, the information received.

4.4 **Disclosures by other connected persons.**

The Compliance Officer may 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 he may deem fit in

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order to monitor compliance with these regulations in the prescribed Form (Annexure 7).

4.5 Maintenance of records of disclosures

The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

5 CODE OF PRACTICES AND PROCEDURE FOR FAIR DISCLOSURE

In order to conduct business in a fair and transparent manner with a view to protect the interest of all the stakeholders in the Company, the Company, the Directors, Key managerial personnel, Officers, designated employees, insiders and connected persons shall adhere to the following principles of fair disclosure of unpublished price sensitive information in letter as well as in spirit:

1. Ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such information generally available.

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2. Ensure Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Company Secretary / Compliance Officer of the Company as the Chief Investor Relations officer shall deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensure that information shared with analysts and research personnel, if any, is not unpublished price sensitive information.
7. Develop and follow 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.
8. Handle all unpublished price sensitive information on a need to- know basis.
9. The term “legitimate purpose” as referred in clause 3.1.1 above means sharing of unpublished price sensitive information in the ordinary course of business by an insider with Govt. authorities, courts & judicial bodies in a judicial or administrative proceeding or required to be disclosed by law or regulation, banks, customers, merchant bankers, legal advisors, auditors, advocates, insolvency professionals or other consultants, but not to evade or circumvent the restrictions in this Code.

6 PENALTY FOR CONTRAVENTION OF THE CODE

- 6.1 Every Specified Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- 6.2 Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- 6.3 Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- 6.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

7 AMENDMENTS AND GOVERNING LAW

The Board of Directors, can amend this Code as and when deemed fit. Any or all provisions of this Code would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

This Code shall be governed by the SEBI (Prohibition of Insider Trading) Regulations, 2015, as may be in force for the time being or such other Rules / Regulations, as may be notified by SEBI from time to time.

8 ANNEXURES