

**KAMARAJAR PORT LIMITED**

**INTERNAL CODE OF CONDUCT FOR DESIGNATED PERSONS UNDER  
SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015**

**EFFECTIVE FROM 07<sup>th</sup> SEPTEMBER, 2016**

## 1 PREAMBLE AND APPLICABILITY

- 1.1 This Code is framed by Kamarajar Port Limited to regulate, monitor and report trading by Designated Persons (as defined below) pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- 1.2 This Code is intended to prevent misuse of Unpublished Price Sensitive Information (defined below) by Designated Persons and ensure that the said Designated Persons do not derive any benefit or assist others to derive any benefit from access to and possession of UPSI about the Company which is not in the public domain, that is to say, insider information.
- 1.3 The Code shall be applicable to and binding on all the Designated Persons.

## 2 DEFINITIONS

For the purposes of this Code, the following terms shall, unless the context otherwise requires, have the meaning specified below:

- 2.1 **“Act”** means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- 2.2 **“Audit Committee”** means the audit committee constituted pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2.3 **“Board”** means Board of Directors of the Company.
- 2.4 **“Chinese walls”** mean the separation in the Company between the insiders who have access to UPSI that emerges from time to time and the rest of the organization that does not and does not need to have access to UPSI.
- 2.5 **“Code”** means this Internal Code of Conduct for regulating, monitoring and reporting of Trades by Designated Persons under the Regulations.
- 2.6 **“Company”** means Kamarajar Port Limited.
- 2.7 **“Compliance Officer”** means the Company Secretary of the Company or such other person who is appointed as a Compliance Officer by the Board who shall be responsible for ensuring compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the Code under the overall supervision of the Board. The Board shall determine the personnel of the Company who shall act as the Compliance Officer in the event of leave or absence of the Compliance Officer.
- 2.8 **“Designated Persons”** means all such Employees designated by the Board of Directors for coverage by this Code on the basis of their role and function that would render them reasonably likely to have access, directly or indirectly, to UPSI relating to the Company. Initially, this would include personnel forming part of the following business divisions, and shall include such other persons as may be included for this purpose by the Compliance Officer from time to time in consultation with the Board of Directors:

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- 2.8.1 Directors of the Company;
- 2.8.2 All the General Managers of the Company;
- 2.8.3 The Chief Financial Officer of the Company;
- 2.8.4 Company Secretary of the Company;
- 2.8.5 Any Employee/outsider that receives UPSI as set out in Clause 6.2 of this Policy;
- 2.8.6 Any other Employee as may be determined and informed by the Compliance Officer in consultation with the Board from time to time. Such Employee would include any Employee who would be expected to or would indeed be in possession of UPSI in course of their employment.
- 2.9 **“Director”** means a member of the Board of Directors of the Company.
- 2.10 **“Employee”** means all employees of the Company on probation or confirmed, and shall include, for the purpose of this Code, the Employees’ Immediate Relatives.
- 2.11 **“External Advisor”** means 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, who are likely to possess UPSI in relation to the Company and shall include any official of the Government of India to whom UPSI is provided in course of operations of the Company;
- 2.12 **“Generally Available Information”** means information that is accessible to the public on non-discriminatory basis.
- 2.13 **“Immediate Relative”** mean the following relatives of the Designated Person: i) a spouse; ii) parent; iii) sibling; iv) child and shall include each of such relatives of the spouse of the Designated Person, any of whom is either dependent financially on such Designated Person, or consults such Designated Person in taking decisions relating to Trading in Securities.
- 2.14 **“Regulations”** mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any modifications thereof.
- 2.15 **“SEBI”** shall mean the Securities and Exchange Board of India constituted under the Act.
- 2.16 **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modifications thereof except units of a mutual fund.
- 2.17 **“Stock Exchange”** means any exchange recognized by the SEBI whereon the Securities of the Company are listed.
- 2.18 **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities of the Company, and **“Trade”** shall be construed accordingly.
- 2.19 **“Trading Day”** means a day on which the Stock Exchanges are open for Trading.
- 2.20 **“Trading Plan”** (if any) means a plan for Trades to be executed in the future by persons who have access to UPSI.
- 2.21 **“Trading Window”** shall have the meaning ascribed to the term in Clause 8 below.

2.22 **“Unpublished Price Sensitive Information” or “UPSI”** 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 of the Company and shall, ordinarily including but not restricted to, information relating to the following of the Company:

2.22.1 periodical financial results;

2.22.2 dividends;

2.22.3 change in capital structure;

2.22.4 merger, demergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;

2.22.5 change in key managerial personnel (defined in Section 2(51) of the Companies Act, 2013); and

2.22.6 any other information that has a potential to significantly impact the price of Securities of the Company listed on the Stock Exchange(s).

### **3 INTERPRETATION**

3.1 Words and expressions used and not defined in this Code but defined in the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them therein and as amended from time to time.

3.2 Words importing the plural include where the context admits or requires, the singular, and vice-versa.

3.3 Words importing the person shall, where the context requires, include corporate bodies and companies as well as individuals.

### **4 PRESERVATION OF UPSI**

4.1 No Designated Person shall:

4.1.1 Trade (directly or indirectly) in the Securities of the Company when in possession of UPSI, or regardless of possession of UPSI, when the Trading Window is closed;

4.1.2 communicate, provide, or allow access to any UPSI, relating to the Company or its Securities, to any person including other Designated Persons except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

4.1.3 pass on the UPSI to any person directly or indirectly whether for making a recommendation for the purchase or sale of Securities of the Company or otherwise.

4.2 Provided that, the restrictions mentioned in this Clause 4.14.1 shall not apply to

Trades pursuant to a Trading Plan set up in accordance with the Regulations;

## **5 CHINESE WALLS**

- 5.1 The Company shall formulate Chinese walls from time to time to operate as barriers to the passing of UPSI and a means of managing conflicts of interest, as considered appropriate. The Compliance Officer shall monitor and regulate the Company's Chinese walls procedures.
- 5.2 The Chinese walls shall be designed to handle UPSI on a need-to-know basis and to prevent the inadvertent spread and potential abuse of UPSI, or the appearance thereof.
- 5.3 The following indicative procedures and practices must be followed by all employees to maintain confidentiality and restrict the UPSI, with respect to the Company's business operations and activities:
  - 5.3.1 conducting business and social activities in a manner so as to avoid risking inadvertent disclosure of UPSI.
  - 5.3.2 not review confidential documents in public places;
  - 5.3.3 restricting access to documents and files (including computer files) containing UPSI to individuals on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents) whether by way of using password protection or by ensuring that files are not left open, or computers are shut down, or otherwise;
  - 5.3.4 promptly removing and cleaning up all confidential documents and other materials from conference rooms following the conclusion of any meetings;
  - 5.3.5 physical restriction of access to from time to time to areas used by specific insiders who handle UPSI relating to specific situations; and
  - 5.3.6 avoiding discussion of UPSI in places where the information could be overheard by others, including in elevators, restrooms, hallways, restaurants, airplanes or taxicabs.
- 5.4 Any known or suspected breaches of the Chinese wall must be referred to the Compliance Officer immediately.
- 5.5 The establishment of Chinese walls is not intended to suggest that UPSI may circulate freely among insiders. Even among insiders and Designated Persons, the communication and sharing of UPSI must be strictly only on a need-to-know basis.

## **6 CROSSING THE WALL**

- 6.1 The Compliance Officer shall monitor and regulate the Company's "cross-the-wall procedures", and may specify standards to be followed for permitting access to UPSI.

- 6.2 Pursuant to crossing the Chinese wall, the Employee/outsider to whom UPSI is disclosed would become a Designated Person. Such Employee/outsider will become subject to all restrictions and prohibitions as required under this Code, Regulations and policies relating to Chinese walls.
- 6.3 The Compliance Officer when satisfied that the UPSI is Generally Available, he may lift such restrictions imposed on such Employee.

## **7 COMPLIANCE OFFICER**

- 7.1 The Compliance Officer shall report to the Board and shall provide a report on insider trading to the Chairman of the Audit Committee on a quarterly basis.
- 7.2 Contents of the Report - The Report shall contain all relevant details including, without prejudice to the generality thereof:
- 7.2.1 instances of violation of the Code or the SEBI Regulations by any person;
  - 7.2.2 disclosures;
  - 7.2.3 Trading Plans provided by any Employee; and
  - 7.2.4 pre-clearances approved and rejected.
- 7.3 The Compliance Officer shall assist all Employees in addressing any clarifications regarding the Regulations and the Code.
- 7.4 The Compliance Officer shall also be authorised to make necessary disclosures with the Stock Exchanges and other relevant statutory authorities in compliance with the SEBI Regulations.

## **8 TRADING WINDOW**

- 8.1 Designated Persons may execute trades subject to compliance with the Regulations. For this purpose, a notional Trading Window shall be used as an instrument of monitoring Trades by the Designated Persons. The Trading Window may be closed by the Compliance Officer when he determines that any Designated Person can reasonably be expected to be in possession of UPSI. Designated Persons shall not Trade in the Company's Securities during the period when the Trading Window is closed.
- 8.2 The Trading Window may be re-opened when it is determined by the Compliance Officer that UPSI has become Generally Available.
- 8.3 The Trading Window shall be closed for a Designated Person or any class of Designated Persons, if the Compliance Officer determines that such persons can be reasonably expected to have possession of UPSI.
- 8.4 The Trading Window shall also be applicable to External Advisors.
- 8.5 It shall be the onus of the Designated Persons to communicate the Trading Window to their Immediate Relatives.

## **9 TRADING PLAN**

- 9.1 A Trading Plan may (not compulsory) be formulated by any Designated Person and presented to the Compliance Officer for approval and public disclosure pursuant to which Trades may be carried out on his behalf in accordance with such Trading Plan.
- 9.2 The Trading Plan, where so formulated, shall:
- 9.2.1 not entail commencement of Trading on behalf of the Designated Person earlier than 6 months from the Trading Plan becoming Generally Available;
  - 9.2.2 not entail Trading for the period between the 20<sup>th</sup> Trading Day prior to the last day of any financial period for which results are required to be announced by the Company and the 2<sup>nd</sup> trading day after the disclosure of such financial results;
  - 9.2.3 entail Trading for a period of not less than 12 months;
  - 9.2.4 not entail overlap of any period for which another Trading Plan is already in existence;
  - 9.2.5 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
  - 9.2.6 not entail Trading in Securities for market abuse.
- 9.3 The Compliance Officer shall review the Trading Plan and approve or disapprove of the same in accordance with the Regulations. The Compliance Officer shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the Trading Plan, if any, as per provisions of the Regulations.
- 9.4 The Trading Plan, if any, once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the Trading Plan, without being entitled to either deviate from it or to execute any trade in the Securities outside the scope of the Trading Plan.
- 9.5 However, the implementation of the Trading Plan, if any, shall not be commenced, if at the time of formulation of the Trading Plan, the Designated Person is in possession of any UPSI and the said information has not become Generally Available at the time of the commencement of implementation. The commencement of the Trading Plan, if any, shall be deferred until such UPSI becomes Generally Available Information.
- 9.6 Upon approval of the Trading Plan, if any, the Compliance Officer shall notify the Trading Plan to the Stock Exchanges.

## **10 PRE-CLEARANCE OF TRADES**

- 10.1 All Designated Persons, who intend to Trade in the Securities of the Company when

the Trading Window is open, for an aggregate trade value, whether in one transaction or a series of transactions within any financial year exceeding Rs. 1,50,000 shall obtain a pre-trading approval as per the procedure prescribed hereunder.

- 10.2 No Designated Person in possession of UPSI shall even apply for pre-clearance of any proposed Trade. The onus is on the Designated Person to ensure compliance with this requirement.
- 10.3 An application in the form annexed hereto as **Annexure 1** shall be made to the Compliance Officer by the Designated Person indicating the estimated number of Securities that such Designated Person intends to trade in, details of depository and such other information as may be prescribed by the Company to the effect that he/she is not in possession of UPSI.
- 10.4 Before a Trade is executed, the Designated Person shall execute a declaration in the form annexed hereto as **Annexure 2** in favour of the Company.
- 10.5 The Compliance Officer shall ordinarily provide his approval or rejection within two (2) Trading Days of the receipt of application for pre-clearance in the form annexed hereto as **Annexure 3**. The Designated Person shall not effect such Trade until such time that the pre-clearance is received by the Designated Person from the Compliance Officer.
- 10.6 All Designated Persons shall execute their Trades in respect of Securities of the Company within seven (7) Trading Days after the approval of pre-clearance is given. The Designated Person shall file within two (2) Trading Days of the execution of the Trade, the details of such Trade with the Compliance Officer in the form annexed hereto as **Annexure 4**.
- 10.7 The Compliance Officer can call for further information, if deemed necessary and it shall be obligatory for the Designated Person to immediately furnish the information sought for by the Compliance Officer.
- 10.8 In the event that the Designated Person does not execute a Trade after having obtained pre-clearance, a report to that effect shall be filed as per the format in **Annexure 4** recording the reasons for the same.
- 10.9 If the Trade is not executed within seven (7) Trading Days after the approval is given, the Designated Person must obtain a fresh pre-clearance, if he intends to Trade.
- 10.10 All Designated Persons who buy or sell any number of Securities of the Company shall not enter into any contra-trade/opposite trade i.e., sell or buy any number of Securities in the six (6) months following the prior Trade. 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- 10.11 The Compliance Officer or the Board of Directors may grant relaxation from strict application of such restriction in this Code for reasons to be recorded in writing provided that such relaxation does not violate the Regulations.

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## **11 OTHER RESTRICTIONS / GENERAL PROVISIONS**

- 11.1 The disclosure to be made by any person under this Code shall include those relating to Trading by such person's Immediate Relatives, and shall include disclosures by any other person for whom such person takes Trading decisions.
- 11.2 For such purpose, every Designated Person shall declare to the Compliance Officer: (i) at the time of commencement of this Code; or ii) at the time of joining the Company; and (iii) at the commencement of every financial year, the names of the Designated Person's Immediate Relatives (as defined in this Code) and other undertakings in a format prescribed in **Annexure 5**.
- 11.3 All supporting documents for compliances made under this Code shall be maintained by the Company for a minimum period of eight (8) years, in such a form as may be prescribed by the Compliance Officer or by the Board.

## **12 PENALTY FOR CONTRAVENTION OF THIS CODE**

- 12.1 Every Designated Person shall be individually responsible for complying with the provisions of the Code for their own Trading as well as the Trading of their Immediate Relatives.
- 12.2 Any violation of this Code shall be liable for disciplinary action and remedial measures, including without limitation, disgorgement of any revenues from the Trades, letters of displeasure, remuneration freeze, withholding of increments, bonuses, stock options, termination from the services and such other action as may be deemed appropriate by the Managing Director or as the case maybe, the Audit Committee of the Board.
- 12.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

## **13 MISCELLANEOUS**

- 13.1 All disclosures/ applications under the Code shall be complete in all respects signed and addressed to the Compliance Officer and be delivered in a sealed envelope to the Compliance Officer marked "Confidential – Securities Dealing Code for Designated Persons".
- 13.2 Any misstatement or concealment of information in such disclosures / applications shall be regarded as non-compliance with the provisions of this Code.

## **14 INFORMATION TO SEBI IN CASE OF VIOLATION**

The Compliance Officer shall inform the Board and SEBI immediately, cases of any violation of the Regulations / Code so that appropriate action may be taken.

## **15 POWER TO REMOVE DIFFICULTIES**

In order to remove any difficulties in the application or interpretation of this Code, the Compliance Officer shall have the power to issue clarifications which shall be binding on

the Designated Persons..

## **16 AMENDMENT**

The Board reserves its right to amend or modify the Code in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding unless the same is notified in writing.

## **17 DISCLOSURES**

17.1 This Code shall be published on the official website of the Company, i.e. [ennoreport.gov.in].

17.2 The Code and every amendment thereto shall be immediately confirmed and intimated to the Stock Exchanges.

## **18 COMMUNICATION**

For any assistance or clarifications, kindly contact the Compliance Officer of the Company at [mguna@kplmail.in] or at the following address: Kamarajar Port Limited, 4th Floor, Super Specialty Diabetic Centre, Rajaji Salai, Chennai- 600001, Tel No.:+91 (44) 2525 1666.

**Date:** 07<sup>th</sup> September 2016



**ANNEXURE 1**  
**APPLICATION FOR PRE-CLEARANCE OF TRADE**

**Date: [●]**

The Compliance Officer,  
Kamarajar Port Limited,  
Chennai

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Code"), I seek pre-clearance to Trade in \_\_\_\_\_ securities of the Company as per details given below:

1	Name of the Applicant	
2	Designation	
3	Nature of the Securities and the number of securities held as on date	
4	Folio No. / DP ID / Client ID No.	
5	The proposal is for	i. Purchase of securities ii. Subscription to securities iii. Sale of securities iv. Any other transaction, please specify
6	Proposed date of Trading in securities	
7	Estimated number of securities proposed to be acquired/subscribed/sold, etc.	
8	Price at which the transaction is proposed	
9	Current market price (as on date of application)	
10	Whether the proposed transaction will be through stock exchange or off-market deal	
11	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	
12	Others, please specify	

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Signature



**ANNEXURE 2  
FORMAT OF DECLARATION**

Date: [●]

The Compliance Officer,  
Kamarajar Port Limited  
Chennai

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Code"), I, \_\_\_\_\_ (designation) of the Company residing at \_\_\_\_\_, am desirous of Trading in \_\_\_\_\_ securities of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I am issuing this declaration pursuant to Clause 10.2 of the Code. I hereby confirm and undertake:

- a. that I do not possess any Unpublished Price Sensitive Information (UPSI);
- b. not to pass on UPSI of the Company to any person directly or indirectly;
- c. that I shall not enter into any contra-trade within six (6) months of such Trade.
- d. to report to the Compliance Officer, any UPSI that may be received by me;
- e. that in case I have access to or receive UPSI after the signing of this undertaking but before the execution of the Trade, I shall inform the Compliance Officer of the same and I shall completely refrain from Trading in the securities of the Company till such time the UPSI becomes public;
- f. that I have not contravened the Code as notified by the Company from time to time;
- g. all disclosures made by me in this letter are true and complete; and
- h. That I shall execute my Trade in respect of securities of Kamarajar Port Limited within seven (7) Trading Days after the pre-clearance is given. If the Trade is not executed within seven (7) Trading Days after the approval is given, I shall obtain fresh pre-clearance for the Trade.

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Signature

Name:

Designation:

**ANNEXURE 3  
FORMAT FOR PRE- CLEARANCE ORDER**

Date: [●]

Name: \_\_\_\_\_  
Designation: \_\_\_\_\_  
Place: \_\_\_\_\_

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

**Ref:** Your application dated \_\_\_\_\_, 20\_\_\_\_ for pre-clearance of Trade for \_\_\_\_\_ securities of the Company in your name / in the names of \_\_\_\_\_

This is pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Code").

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

You may kindly note that pursuant to provisions of the Code, the aforesaid Trade shall be executed **within seven (7) Trading Days** from the date of receipt of this letter, failing which, a fresh application seeking pre-clearance to the proposed Trade together with a declaration in the prescribed format, shall be made in order to execute the Trade.

Further, you are required to file the details of the executed transactions in the attached form (**Annexure 4**) within two (2) days from the date of execution of the Trade. In case the Trade is not undertaken, a 'Nil' report shall be necessary.

You shall not enter into any contra trade within six (6) months of such Trade.

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Yours faithfully,  
for **Kamarajar Port Limited**

COMPLIANCE OFFICER

Encl: Format for submission of details of transaction

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**ANNEXURE 4**

**FORMAT FOR DISCLOSURE OF TRANSACTIONS**

*(To be submitted within two (2) days of transaction / dealing in securities of the Company)*

Date: \_\_\_\_\_

**The Compliance Officer,**  
Kamarajar Port Limited,  
Mumbai

Sub: SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Code").

I hereby inform that I:

- have not Traded in any security of the Company because of the following reasons:  
\_\_\_\_\_ or,
- have Traded to \_\_\_\_\_ securities as mentioned below on \_\_\_\_ (date)

<b>Name of holder</b>	<b>Nature of the Securities and the No. of securities dealt with</b>	<b>Bought/sold/subscribed/others</b>	<b>DP ID/Client ID / Folio No</b>	<b>Price (Rs.)</b>

In connection with the aforesaid Trade(s), I hereby undertake to preserve, for a period of three (3) years and produce to the Compliance Officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six (6) months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for the necessary approval.

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said Trade(s).

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Regards,

**ANNEXURE 5**

**FORMAT FOR DISCLOSURE OF IMMEDIATE RELATIVES**

*(to be disclosed at the time of commencement of this Code; or ii) at the time of joining the Company; and (iii) at the commencement of every financial year)*

Date: \_\_\_\_\_

**The Compliance Officer,**  
Kamarajar Port Limited,  
Mumbai

Sub: SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**Code**").

I hereby inform and confirm that I:

- a. Have read and understood the provisions of the Code and agree to abide by the same.
- b. Have not violated and have been in compliance, at all times, with the requirements of the Code.
- c. Am providing below a list of my Immediate Relatives<sup>1</sup>:

Sr. No.	Name of the Immediate Relative	Relationship with the Designated Person	PAN No.

- d. Did not have any access to any Unpublished Price Sensitive Information while trading in the securities of the Company during the year and that in those cases where I had access to any Unpublished Price Sensitive Information, my Immediate Relatives and I refrained from trading in the securities of the Company as provided in the Code.
- e. did not pass on any Unpublished Price Sensitive Information to anyone, including my Immediate Relatives during the last year.
- f. Hereby undertake to inform the changes in the above details from time-to-time. I hereby declare that the above details are true, correct and complete in all respects.

Signature

Name:

Designation:

<sup>1</sup> "**Immediate Relative**" mean the following relatives of the Designated Person: i) a spouse; ii) parent; iii) sibling; iv) child and shall include each of such relatives of the spouse of the Designated Person, any of whom is either dependent financially on such Designated Person, or consults such Designated Person in taking decisions relating to Trading in Securities.

## CODE OF CORPORATE DISCLOSURE PRACTICES

1. This Code is framed by Kamarajar Port Limited to set out a set of practices and procedures for fair disclosure of unpublished price sensitive information as required under Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**Regulations**”).
2. This Code is in continuation of the Code of Internal Code of Conduct for Designated Persons under the Regulations (“**Insider Code**”). Capitalized terms not defined here shall have the meanings ascribed to them under the Insider Code. Provisions of the Insider Code shall over-ride the provisions of this Code in the event of any conflict between the two.
3. The Compliance Officer shall discharge relevant functions under this Code.
4. The Compliance Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of UPSI to Stock Exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedures.
5. All disclosure/dissemination whatsoever of any information (save and except disclosure required to be made under any law or under this Code) on behalf of the Company shall be first marked to the Compliance Officer for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the Compliance Officer. In case of doubt, the Compliance Officer, shall consult and seek approval of the [Managing Director/ Chief Executive Officer] before dissemination of such information.
6. Should any dissemination of information on behalf of the Company takes place without prior approval referred above, out of accidental omission, by any Employee or Director of the Company, such Employee/Director shall forthwith inform the Compliance Officer about such disclosure irrespective of the fact whether such information is UPSI or not for necessary action.
7. The Employees/Directors of the Company shall promptly direct any queries or requests for verification of market rumors received from Stock Exchanges or from the press or media or from any other source to the Compliance Officer. The Compliance Officer, shall on receipt of requests as aforesaid, consult the [Managing Director/ Chief Executive Officer] and respond to the same without any delay.
8. The Compliance Officer shall be responsible for deciding in consultation with the [Managing Director/Chief Executive Officer] of the Company as to the necessity of a public announcement for verifying or denying rumors and thereafter making appropriate disclosures. All the requests/queries received shall be documented and as far as practicable, the Compliance Officer, shall request for such queries/requests in writing. No disclosure in response to the queries/request shall be made by the Compliance Officer, unless the [Managing Director/ Chief Executive Officer] approves the same.
9. The Compliance Officer shall be responsible for ensuring that disclosures of shareholdings/ownership of major shareholders and disclosure of changes in ownership as required under the Stock Exchange listing agreements and/or any



rules/regulations made under the Act are made in a timely and adequate manner. Any such shareholding/ownership reporting by the Compliance Officer shall also be reported to the [Managing Director/ Chief Executive Officer] from time-to-time.

10. No person, except those authorized by the Compliance Officer, shall disclose any information relating to the Company's Securities to analysts and institutional investors. The Compliance Officer, shall be invited to meetings/ conferences organized by the Company with the analysts/institutional investors. All Directors, Officers and Employees of the Company should follow the guidelines given hereunder while dealing with analysts and institutional investors: -
  - a) The Directors, Officers and Employees shall provide only public information to the analysts/ research persons/ large investors like institutions.
  - b) In case non-public information is proposed to be provided, the person proposing to so provide information shall consult the Compliance Officer, in advance. The Compliance Officer, in such cases, shall ensure that that the information provided to the analyst/research person/investor as above is made public simultaneously with such disclosure.
  - c) If the answer to any question requires dissemination of UPSI, the Compliance Officer, shall report the same to the [Managing Director/ Chief Executive Officer] and obtain necessary approval for its dissemination to the Stock Exchanges/public announcement through press.
  - d) The Compliance Officer, shall, after dissemination of such UPSI, respond to such unanticipated questions.
11. All the analyst, broker or Institutional Investor meetings shall be attended by the Compliance Officer, and another senior Employee(s) of the Company. The Compliance Officer, in order to avoid misquoting or misrepresentation, shall arrange for recording the discussions at the meeting.
12. Whenever the Company proposes to organize meetings with investment analysts/institutional investors, the Company shall make a press release or post relevant information on its website after every such meeting. The Company may also consider live webcasting of analyst meets. The Compliance Officer, shall be responsible for drafting of the press release or the text of the information to be posted on the Company's web-site, in consultation with the [Managing Director/ Chief Executive Officer].
13. The Company shall disseminate all UPSI on a continuous and in a timely manner to Stock Exchanges and thereafter to the press. As a good corporate practice, the UPSI disclosed to the Stock Exchanges and to the press may also be supplemented by prompt updates on the Company's web-site.
14. The Company may also consider other modes of public disclosure of UPSI so as to improve investor access to the same.

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