



CAMSON BIO TECHNOLOGIES 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achieve this objective through barring insiders of a listed company to deal in its securities, while in possession of unpublished price sensitive information.

'Insider' covers in its ambit

Any person who,

- i. is or was connected with the company or is deemed to have been connected with the company and who is reasonably expected to have access to unpublished price sensitive information in respect of securities of a company, or
- ii. has received or has had access to such unpublished price sensitive information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.

Combating Insider Trading

Trading on inside information at the expense of outside investors is regarded as injustice to outside investors and to curb that, the Company has developed its own code of conduct for prevention of insider trading, in a manner as near there to the Model Code of Conduct as prescribed in the subject regulations.

The Company has therefore framed a Policy for Prohibition of Insider Trading, the text of which is produced below:

APPLICABILITY

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

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

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

***DESIGNATED EMPLOYEES**

1. Key Managerial Personnel
2. Senior Management Level i.e. one level below the Board as may approved from time to time.



COMPLIANCE OFFICER

The Company Secretary of the Company shall act as the Compliance Officer of the Company for the purposes of these Regulations and is responsible to comply with the provisions as contained herein. The Compliance officer shall be under the overall supervision of the Board of Directors and shall report to Managing Director of the Company.

PRICE SENSITIVE INFORMATION or UNPUBLISHED PRICE SENSITIVE INFORMATION ('UPSI')

- Periodical financial results of the Company
- Intended declaration of dividends
- Issue of securities or buyback of securities
- Major expansion plans or execution of new projects
- Amalgamation, mergers or takeovers
- Disposal of the whole or substantial part of the undertaking
- Any significant changes in policies, plans or operations of the Company
- Such other information as may affect the earnings 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.

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 for the time as specified under SEBI (Prohibition of Insider Trading) Regulations, 2015.
- All the Directors/Designated Employees (as well as their dependants) and Promoters or Person who is part of Promoter Group who intend to deal in shares 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 (see **Annexure 1**)
 2. **Undertaking** (see **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.

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.

DISCLOSURES

- Along with the disclosures specified in this policy the person having UPSI has to submit all other disclosures as may be specified under SEBI (Prohibition of Insider Trading) Regulations, 2015, within the time as may be specified.

TIMEFRAME: As per SEBI (Prohibition of Insider Trading) Regulations, 2015

PENALTY FOR CONTRAVENTION

Every person, to whom the Policy is applicable, shall be individually responsible for complying with the provisions of this policy (including to the extent the provisions here of are applicable to his/her dependants).

Any person who violates the Policy, shall, in addition to any other penal action that may be taken against him under any law, also be subject to disciplinary action by the Company.



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

This code is framed based on the principles of Fair Disclosure outlined in the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015. The Company will adhere to the following so as to ensure timely and adequate disclosure of Price Sensitive Information with respect to it or its securities which is likely to affect price of securities.

1. The Company will make prompt public disclosure of unpublished price sensitive information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company Secretary / Compliance Officer of the Company will be Chief Investor Relations Officer (CIRO) to deal with dissemination of information and disclosure of UPSI.
3. In the temporary absence of the CIRO for any reason whatsoever, the Managing Director or Chief Executive Officer shall nominate one Employee to deal with dissemination of information and disclosure of UPSI
4. The Company will make, uniform and universal dissemination of UPSI to avoid selective disclosure.
5. The Company will make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
6. The Company will subject to non-disclosure obligation, aim to provide appropriate and fair response to the queries, news reports and requests for verification of market rumors by Regulatory Authorities.
7. The Company will ensure that, information if any shared with Analysts and Research personnel is not Unpublished Price Sensitive Information and is generally available. The Company will make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.
8. It is clarified that information to be termed UPSI should be specific and intended to be generally made available at a point of time to ensure it does not lead to creation of a false market in securities.
9. The information filed by the Company with Exchanges under continuous disclosure requirement may be made available on the Company website.
10. The Company will handle all UPSI on a need-to-know basis

This Fair Disclosure Policy document shall be applicable and binding on:

- (1) All Directors
- (2) Key Managerial Personnel
- (3) Senior Management Level i.e. one level below the Board as may approved from time to time.
- (4) Other Employees (if any) / Persons / Entity, who have access to UPSI, as per SEBI (Prohibition of Insider Trading Regulations, 2015