

## **INSIDER TRADING PROHIBITION CODE**

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- Internal Code of Conduct for Designated Persons and their Immediate Relatives
  - Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information & Policy for determination of “Legitimate Purpose”
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## Internal Code of Conduct for Designated Persons and their Immediate Relatives

### **1 PREAMBLE AND APPLICABILITY**

1.1 This Code is framed by Kamarajar Port Limited to regulate, monitor and report trading by Designated Persons and their immediate relatives (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1.2 This Code is intended to prevent misuse of Unpublished Price Sensitive Information (defined below) by Designated Persons and their immediate relatives and ensure that the said Designated Persons and their immediate relatives 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 and immediate relatives of 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 have 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 and their immediate relatives 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 **Connected person" means,-**

- (i) any person who is or has during the six months prior to the concerned act been associated with a 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, 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, -
- An immediate relative of connected persons specified in clause (i); or
  - A holding company or associate company or subsidiary company; or
  - An intermediary as specified in section 12 of the act or an employee or director thereof; or
  - An investment company, trustee company, asset management company or an employee or director thereof; or
  - An official of a stock exchange or of clearing house or corporation; or
  - 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
  - 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
  - An official or an employee of a self-regulatory organization recognised or authorized by the board; or
  - A banker of the company; or
  - 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 percent of the holding or interest;

2.9 **“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:

2.9.1 Directors of the Company;

2.9.2 All the General Managers of the Company;

2.9.3 The Chief Financial Officer of the Company;

2.9.4 Company Secretary of the Company;

2.9.5 Any Employee/outsider that receives UPSI as set out in Clause 6.2 of this Policy;

2.9.6 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.

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

2.11 **“Employee”** means all employees of the Company on probation or confirmed, and shall include, for the purpose of this Code, the Employees’ Immediate Relatives.

2.12 **“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;

2.13 **“Generally Available Information”** means information that is accessible to the public on non-discriminatory basis.

2.14 **“Insider”** means any person who is a connected person or a person who is in possession of Unpublished Price Sensitive Information.

2.15 **“Insider trading laws”** means the following provisions of securities laws,-

i. Section 15G of the Act,

ii. Regulation 3 of these regulations,

iii. Regulation 4 of these regulations,

iv. Regulation 5 of these regulations,

v. Regulation 9 or 9A of these regulations in so far as they pertain to trading or communication of unpublished UPSI’ as specified in the Code

2.16 **“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.

2.17 **“Informant”** means an individual(s) including an employee, who voluntarily submits to the SEBI a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under these regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward.

2.18 **“Original Information”** means any relevant information submitted in accordance with these regulations pertaining to any violation of insider trading laws that is:-

(i) derived from the independent knowledge and analysis of the Informant;

(ii) not known to the Board from any other source, except where the Informant is the original source of the information;

(iii) is sufficiently specific, credible and timely to - (1) commence an examination or inquiry or audit, (2) assist in an ongoing examination or investigation or inquiry or audit, (3) open or re-open an investigation or inquiry, or (4) inquire into a different conduct as part of an ongoing examination or investigation or inquiry or audit directed by the Board;

(iv) not exclusively derived from an allegation made in a judicial or administrative hearing, in a Governmental report, hearing, audit, or investigation, or from the news media, except where the Informant is the original source of the information; and

(v) not irrelevant or frivolous or vexatious.

2.19 **“Regulations”** mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any modifications thereof.

2.20 **“SEBI”** shall mean the Securities and Exchange Board of India constituted under the Act.

2.21 **“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.

2.22 **“Stock Exchange”** means any exchange recognized by the SEBI whereon the Securities of the Company are listed.

2.23 **“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.

2.24 **“Trading Day”** means a day on which the Stock Exchanges are open for Trading.

2.25 **“Trading Plan”** (if any) means a plan for Trades to be executed in the future by persons who have access to UPSI.

2.26 **“Trading Window”** shall have the meaning ascribed to the term in Clause 8 below.

2.27 **“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:

2.27.1 periodical financial results;

2.27.2 dividends;

2.27.3 change in capital structure;

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

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

2.27.6 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 relevant provisions of other law to the extent it is administered by SEBI*, 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 (refer Policy for determination of 'legitimate purpose'), 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 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 Lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons.

5.4 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:

5.4.1 Identifying the UPSI in order to maintain confidentiality

5.4.2 Conducting business and social activities in a manner so as to avoid risking inadvertent disclosure of UPSI.

5.4.3 not review confidential documents in public places;

5.4.4 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;

5.4.5 promptly removing and cleaning up all confidential documents and other materials from conference rooms following the conclusion of any meetings;

5.4.6 physical restriction of access to from time to time to areas used by specific insiders who handle UPSI relating to specific situations; and

5.4.7 avoiding discussion of UPSI in places where the information could be overheard by others, including in elevators, restrooms, hallways, restaurants, airplanes or taxicabs.

5.5 Any known or suspected breaches of the Chinese wall must be referred to the Compliance Officer immediately.

5.6 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 Initial disclosures and continual 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 and their immediate relatives 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 and their immediate relatives. 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 and their immediate relatives 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 and their immediate relatives, 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 and their immediate relatives to communicate the Trading Window to their Immediate Relatives.

8.6 Trading window shall remain closed from the end of every quarter till 48 hours after the declaration of financial results.

8.7 Trading window restrictions shall not apply in case of pledge of shares for a bona fide purpose such as raising of funds but it is subject to obtention of pre-clearance from compliance officer and compliance with the respective regulations made by the board.

8.8 Trading window restrictions shall not apply in case of transactions which are undertaken in accordance with regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer.

## 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 within two days.

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

10.1 All Designated Persons and their immediate relatives, 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 and their immediate relatives 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 and their immediate relatives 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. Trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

10.11 Pre-clearance of trade is not required for a trade executed as per the Trading Plan approved by the compliance officer.

10.12 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.

## **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 Designated Persons and their immediate relatives shall be required to disclose names and Permanent Account Number or any other identifier authorized by law and other such details of immediate relatives and persons with whom such designated person(s) shares a material financial relationship in a format prescribed in Annexure 6 to the company on an annual basis. Any change in the particulars during the year, the same should be informed immediately as per the format.

11.4 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 and their immediate relatives".

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**

14.1 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.

**14.2 (a)** *Any individual can be an informant who voluntarily submits to the SEBI a voluntary information disclosure form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur in a manner provided. The informant should submit the information in the form prescribed given in Annexure – 7.*

*(b) Employee who reports any alleged violations of insider trading laws in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated 17 September 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination whether the information is considered or rejected by SEBI or he or she is eligible for a Reward under these regulations, by reason of:*

- i) filing a Voluntary Information Disclosure Form under these regulations;*
- ii) testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or*
- iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with SEBI in any manner.*

*Explanation 1 – For the purpose of this provision “employee” means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under these regulations and is a director, partner, regular or contractual employee, but does not include an advocate.*

*Explanation 2 – Nothing in this regulation shall require the employee to establish that,-*

- i) SEBI has taken up any enforcement action in furtherance of information provided by such person; or*
- ii) The information provided fulfils the criteria of being considered as an Original Information under these regulations.*

- (c) *Nothing in these regulations shall prohibit any Informant who believes that he or she has been subject to retaliation or victimisation by his or her employer, from approaching the competent court or tribunal for appropriate relief.*
- (d) *Notwithstanding anything contained in sub-regulation (2), any employer who violates this Chapter may be liable for penalty, debarment, suspension, and/or criminal prosecution by SEBI, as the case may be:  
Provided that nothing in these regulations will require the SEBI to direct reinstatement or compensation by an employer.*
- (e) *Nothing in these regulations shall diminish the rights and privileges of or remedies available to any Informant under any other law in force.*

## **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 and their immediate relatives.

## **16 AMENDMENT**

- (i) *Amendment required due to statutory modifications on account of change in law including clarifications issued under the PIT Regulations or modification required for clarification purposes shall be appropriately factored in the KPL – PIT code Policy with the approval of the Chairman and Managing Director of the Company; and*
- (ii) *Amendment proposal not covered as per clause (i) above, shall be subject to approval of the Board of Directors of the Company.*

## **17 DISCLOSURES**

17.1 This Code shall be published on the official website of the Company.

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

## **18 COMMUNICATION**

18.1 For any assistance or clarifications, kindly contact the Compliance Officer of the Company at [jayasrin@kplmail.in](mailto:jayasrin@kplmail.in) or at the following address Kamarajar Port Limited, 2nd Floor, (North Wing) & 3rd Floor, Jawahar Building, No.12, Rajaji Salai, Chennai – 600 001.

**Effective date: 09.03.2023**

**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:

<b>Details of Designated Person</b>	
Name	
Designation	
PAN	
Location	
Email Id.	
Contact No.	
<b>Preclearance sought for</b>	Self/ Immediate Relative
<i>If pre-clearance sought for Immediate Relative, then</i>	
Name of the Immediate Relative for whom pre-clearance sought	
Nature of Relationship	
PAN of Immediate Relative	
<b>Details of Security held by self/ Immediate Relative for whom the pre-clearance is sought</b>	
No. Of Securities held as on date In physical form In dematerialized form	
<b>Details of Proposed Transaction</b>	
Nature of Proposed Transaction	Sale/ Purchase
No. of Securities proposed to be transacted	
Value of Security – Market value on date of application	
<b>Details of identified account</b>	
Name & contact details of Broker with Account No.	
Name of Depository Participant	
DP ID	



Client ID	
<b>Details of previous pre-clearance, if any</b>	
No. of Shares for which pre-clearance was taken	
Date of approval of pre-clearance	
Whether transaction was executed	
If yes, No. of shares transacted & Value	
Reasons if not traded	

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) ;
  - a. not to pass on UPSI of the Company to any person directly or indirectly;
  - b. that I shall not enter into any contra-trade within six (6) months of such Trade.
  - c. to submit the necessary forms/ documents within the prescribed timelines.
  - 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

**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,  
Chennai

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 of the securities of the company securities for the reasons given below.

(OR)

I hereby inform that I have Traded \_\_\_\_\_ securities as mentioned below on \_\_\_\_\_(date)

Name of Designated Person	
Designation	
PAN	
Email Id	
Contact No.	
<b><i>If the trade was effected in the name of Immediate Relative</i></b>	
Name of Immediate Relative	
Nature of Relationship	
PAN	
<b><i>Details of Pre-clearance approved:-</i></b>	
Type of Transaction for which pre-clearance was applied	Purchase/ Sale
No. of Shares for which pre-clearance was applied	
Pre-clearance approved for (No. of security & date of Approval)	
<b><i>Details of Transaction executed</i></b>	
No. of Securities bought/sold	
DP ID/Client ID/Folio Number	
<b>No. of Securities held prior to the date of transaction</b>	
Price at which the transaction executed	
Total number of Securities held after acquisition / sale	
<b>Reasons, if transaction not executed</b>	
<b>Reasons, if transaction executed for lower quantity</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,  
Chennai

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.	Address	Phone number

- 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.

**ANNEXURE 6**

**FORM of ANNUAL DISCLOSURE**

(To be furnished before 30<sup>th</sup> April of each year for the previous year)

1	<b>Name</b>				
2	<b>PAN</b> (in case of PAN is not available, any other identifier authorized by law)				
3	<b>Designation</b>				
4	<b>Location</b>				
5	<b>Contact Nos.</b>				
6	<b>Address</b>				
7	<b>Email Id</b>				
8	<b>Educational Institution of Graduation</b>				
9	<b>Details of Past Employment</b> (Name of the past employer/ organization)				
10	<b>Date of declaration</b>				
11	<b>Details of Securities held in the Company</b>				
a.	<b>Held by the Designated Person</b>				
	<b>No. of Securities</b>	<b>Type of Security</b>	<b>Folio No(s), if held in physical form:</b>	<b>If held in demat form</b>	
				<b>DP ID</b>	<b>Client ID</b>
b.	<b>Held by the Immediate Relative / person with whom Designated Person shares Material Financial Relationship</b>				
	<b>Name of Immediate Relative</b>				
	<b>Relationship</b>				
	<b>PAN</b> (in case of PAN is not available, any other identifier authorized by law)				
	<b>No. of Securities</b>	<b>Type of Security</b>	<b>Folio No(s), if held in physical form:</b>	<b>If held in demat form</b>	
				<b>DP ID</b>	<b>Client ID</b>

**Notes:**

☐ **Immediate Relative** includes spouse, parent, sibling and their children or of the spouse, any of whom is either dependent financially on them, or consults them in taking decisions relating to Trading in Securities.

☐ **Material Financial Relationship** means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding 12 months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationship in which payment is based on arm's length transaction

☐ Any change in the particulars given above during the year, in the same format the change should be informed immediately.

Signature



**ANNEXURE 7**

**VOLUNTARY INFORMATION DISCLOSURE FORM**

<b>I. PERSONAL INFORMATION OF THE INFORMANT</b>		
<b>A. INDIVIDUAL 1:</b>		
<i>Last Name:.....</i>	<i>First Name:.....</i>	<i>Title:.....</i>
<i>Address:</i>	<i>City / State:</i>	<i>PIN:</i>
<i>Telephone (with State Code):</i>	<i>Mobile:</i>	<i>E-Mail address:</i>
<i>Employment Details*:</i>	<i>Permanent Account Number, if available:</i>	
<b>II. LEGAL REPRESENTATIVE (where applicable)</b>		
<i>Last Name:.....</i>	<i>First Name:.....</i>	<i>Title:.....</i>
<i>Firm Name (if not self-employed):</i>		
<i>Contact address :</i>	<i>City / State:</i>	<i>PIN:</i>
<i>Residence address:</i>	<i>City / State:</i>	<i>PIN:</i>
<i>Telephone (with State Code):</i>	<i>Mobile:</i>	<i>E-Mail address:</i>
<i>Bar Council Enrolment Number:</i>		

### **III SUBMISSION OF ORIGINAL INFORMATION**

1. *Is it a violation of securities laws? Yes / No*

2. *If yes to question (1), please describe the type of violation:*

3. *Has the violation: Occurred / Occurring / Potential to occur in future*

4. *If the violation has occurred, date of occurrence: dd/mm/yy  
(in case exact date is not known, an approximate period may be entered)*

5. *Have the individual(s) or their representatives had any prior communication(s)  
or representations with the Board concerning this matter? Yes (Details thereof) / No*

6. *Does this violation relate to an entity of which the individual is or was an officer,  
director, counsel, employee, consultant or contractor? Yes (Details thereof) / No*

7. *If yes to question (6), was the original information submitted first to your  
Head or internal legal and compliance office? Yes / No*

8. *If yes question (7), then please provide,  
Date of submission of original information:*

9. *Please describe in detail why you think the information submitted is a violation?*

10. *What facts or supporting material is your allegation based on?  
Please attach any additional documents to this form, if necessary.*

11. *Identify any documents or other information in your submission that you believe could  
reasonably be expected to reveal your identity and explain the basis for your belief  
that your identity would be revealed if the documents were disclosed to a third party.*

12. *Provide details of connection amongst the Informant, the company whose securities  
are involved and the person against whom information is being provided:*

#### **IV. DECLARATION**

*I/we hereby declare that,-*

- A. I/we have read and understood the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;*
- B. I/we accept that mere furnishing of information by me/us does not by itself confer on me/us right to get reward and that I/we may not get any Reward at all. I/we would be bound by the decisions that the authority competent to grant reward may take;*
- C. I/we accept that the Securities and Exchange Board of India is under no obligation to enter into any correspondence regarding action or inaction taken as a result of my/our information.*
- D. I/we accept that the reward would be an ex-gratia payment which, subject to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, shall be granted at the absolute discretion of the competent authority. The decision of the authority shall be acceptable to me/us and I/we shall not challenge it in any litigation, appeal, adjudication, etc.*
- E. In the event of my/our death before the reward is paid to me/us, it may be paid to..... (Details of nominee)*
- F. I/we declare that the information contained herein is true, correct and complete to the best of my/our knowledge and belief and not obtained from the categories of persons indicated in sub-regulation (2) and sub-regulation (6) of regulation 7G of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and agree to indemnify the Board in case it is not so found. I/we fully understand that I/we may be subject to action under securities laws as well as Section 182 of the Indian Penal Code, 1860 (45 of 1860) and ineligible for Reward if, in my/our submission of information or in any other dealings with the Board, I/we knowingly and wilfully make any false, fictitious, or fraudulent statements or representations, or use any false writing or document knowing that the writing or document contains any false, fictitious, or fraudulent statement.*

*Signature:.....*

*Date:*

*Place*

**V. CERTIFICATE BY LEGAL REPRESENTATIVE (where the information is submitted through legal representative)**

*I hereby certify as follows,-*

*(a) I have reviewed the completed and signed Voluntary Information Disclosure Form for completeness and accuracy and the information contained therein is true, correct and complete to the best of my knowledge;*

*(b) I have irrevocable consent from the Declarant, to provide to the Securities and Exchange Board of India, the original Voluntary Information Disclosure Form in the event of a request for it from the Securities and Exchange Board of India due to concerns that the Informant has not complied with these regulations or where the Securities and Exchange Board of India requires the said information for the purpose of verification for declaring any gratuitous reward to the Informant or where the Securities and Exchange Board of India determines that it is necessary to seek such information to accomplish the purpose of the Securities and Exchange Board of India Act including for the protection of investors, sharing with foreign securities regulators and foreign and Indian law enforcement agencies, etc.;*

*(c) I am and shall continue to be legally obligated to provide the original Voluntary Information Disclosure Form without demur within seven (7) calendar days of receiving such request from the Securities and Exchange Board of India.*

*Signature:.....*

*Date:*

*Place:*

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE  
SENSITIVE INFORMATION**

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 and their immediate relatives 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.

## Policy for determination of 'legitimate purpose'

- a. In terms of the SEBI Regulations, the term "legitimate purpose" is clarified to include sharing of UPSI in the ordinary course of business by an insider with Company's partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the SEBI Regulations;
- b. The SEBI Regulations require the Board to formulate a policy for determination of 'legitimate purpose', in line with the guidance provided in the SEBI Regulations. The assessment of whether sharing of UPSI is for a 'legitimate purpose' would entirely depend on the specific facts and circumstances of each case. Accordingly, this Policy only sets out the principles that should be considered while assessing if the purpose for which UPSI is proposed to be shared is "legitimate";
- whether sharing of such information is in the ordinary course of business of the Company;
  - whether information is sought to be shared to evade or circumvent the prohibitions of the Regulations;
  - whether sharing the information is in the best interests of the Company or in furtherance of a genuine commercial purpose;
  - whether the information is required to be shared for enabling the Company to discharge its legal obligations;
  - whether the nature of information being shared is commensurate to the purpose for which access is sought to be provided to the recipient.
- c. It is clarified that in the event there exist multiple purposes for sharing UPSI, each purpose will be evaluated on its own merits, in line with the aforementioned principles;
- d. The recipient of UPSI shall be informed of the following, by way of notice and/ or contractual agreement, such as, confidentiality agreement or non – disclosure agreement, that:
- the information being shared is UPSI and that the Company is the exclusive owner of such UPSI;
  - upon receipt of UPSI, the recipient would be deemed to be an Insider and subject to the provisions of the SEBI Regulations,
  - the recipient must maintain confidentiality of the UPSI at all times,
  - the recipient may use the UPSI only for the approved purposes for which it was disclosed;
  - the recipient should provide a written undertaking that he/she/it shall not undertake Trades in the securities of the Company while in possession of the UPSI;
  - the recipient must extend all cooperation to the Company, as may be required in this regard, and;



- the recipient must also adopt a code of conduct in terms of Regulation 9 of the SEBI Regulations, to inter alia ensure that it safeguards the UPSI in line with the SEBI Regulations;

e. The information should be shared by the Company, from time to time, in the ordinary course of its business activities with its advisers and service providers, viz., auditors, merchant bankers and legal advisers/consultants of the Company, in line with the aforementioned principles;

f. Additionally, the Board, or the Compliance Officer or any person authorised by the Board in this regard, shall be responsible for maintaining structured digital database, in compliance with the SEBI Regulations, comprising necessary details of all recipients of UPSI, who receive UPSI in compliance with the SEBI Regulations, including, name, address, email, Permanent Account Number (PAN), or any other identifier authorised by law (where PAN is not available) and such other documents as may be necessary, in the manner that may be prescribed by the Board or SEBI. In this regard, adequate systems and controls shall be put in place to ensure compliance with the SEBI Regulations towards sharing of UPSI for legitimate purposes.