

Code of Conduct to Regulate, Monitor and Report Trading by Insiders

1. INTRODUCTION:

Pursuant to provisions of section 195 of the Companies Act, 2013 and Regulation 9(1) of the newly introduced SEBI (Prohibition of Insider Trading) Regulations, 2015 (the “Regulations”) requires a listed company to formulate a Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons, towards achieving compliance with the said Regulations, adopting the minimum standards, set out in Schedule B to the Regulations.

This Insider Trading Policy (this “policy”) provides guidelines to directors, officers, employees and connected persons of Champion Commercial Company Limited (the “Company”) with respect to transactions in the Company’s securities for the purpose of promoting compliance of securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. All concerned are requested to read this Policy carefully and ask the questions, if any, to the Compliance office appointed under this Policy. This Code of Conduct will be applicable to Employees and other connected Persons effective from April 14, 2017.

2. DEFINITIONS

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

(b) “Board” means the Securities and Exchange Board of India;

(c) “Company” means Champion Commercial Company Limited

(d) “Compliance Officer” means any senior officer, designated so for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the Implementation of the code specified in SEBI (Prohibition of Insider Trading) Regulations, 2015 under overall supervision of the Board;

(e) “Connected person” shall generally include –

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 code of conduct- Insider Trading page 2 of 17 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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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, – (a) an immediate relative of connected persons specified in clause (i); or (b) a holding company or associate company or subsidiary company; or (c) an intermediary as specified in section 12 of

the Act or an employee or director thereof; or (d) an investment company, trustee company, asset management company or an employee or director thereof; or (e) an official of a stock exchange or of clearing house or corporation; or (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or (i) a banker of the company; or (j) a concern, firm, trust, Hindu Undivided Family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest.

(f) "Designated Person's" shall include top three tiers of the Company management viz.: i) Directors; ii) Key Managerial Personnel (CFO and CS); iii) Any other employee designated by the Board of Directors from time to time.

(g) "Generally available information" means information that is accessible to the public on a non-discriminatory basis;

h) "Immediate relative" means "Immediate relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

i) "Insider" means any person who is: i) a connected person; or ii) in possession of or having access to unpublished price sensitive information;

j) "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

k) "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

l) "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities and "trade" shall be construed accordingly;

m) "Trading day" means a day on which the recognized stock exchanges are open for trading;

n) "Trading Window" trading period for trading in Company's Securities

o) "Unpublished price sensitive information" (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 and shall, ordinarily including but not restricted to, information relating to the following: – (i) financial results; (ii) dividends; (iii) change in capital structure; (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; (v) changes in key managerial personnel; and (vi) material events in accordance with the listing agreement. Words

and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992, 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 in those legislations.

3. COMPLIANCE OFFICER

1. The Compliance Officer of Company who shall report to the Board of Directors for the purpose of compliance with the SEBI (Prohibition of Insider Trading) Regulation, 2015.
2. Compliance Officer shall be responsible for setting policies, procedures, monitoring, adherence to the rules for preservation of Unpublished Price Sensitive Information, pre clearance of trades of designated persons and their dependents' trades, monitoring of trades and implementation of code of conduct under the overall supervision of the Board.
3. Compliance Officer shall maintain a list of designated persons and changes thereof.
4. The compliance officer shall assist all the employees/ designated persons in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the company's code of conduct.

4. PRESERVATION OF "PRICE SENSITIVE INFORMATION"

1. No Insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
2. Need to know;
 - 2.1 Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duties and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
 - 2.2 All non-public information directly received by any employee should immediately be reported to the head of the department.
 - 2.3 Limited access to confidential information: Files containing confidential information shall be kept secure. Computer files must have adequate digital security.
3. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Code of Conduct – Insider Trading
4. An unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–

(i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;

(ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine. However, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of above para and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

5. CHINESE WALL

(i) To prevent the misuse of price sensitive information, the Company shall separate those areas of the Company which routinely have access to confidential information, considered as “insider areas” from those who do not have such access, considered as “public areas”. Chinese wall are designed to operate as barriers to the passing of Inside Information (Unpublished Price Sensitive Information) to the Public Area;

(ii) The employees/ designated persons working within an insider area shall not communicate any price sensitive information to any one in public area. The employees/ designated persons in inside area may be physically segregated from employees in public area;

(iii) Demarcation of the various departments as insider area may be implemented by the Company;

(iv) In exceptional circumstances employees/ designated persons from the public areas may be allow to “cross the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the Compliance Officer.

6. TRADING WINDOW

All employees and connected persons shall be subject to trading restrictions as enumerated below:- Code of Conduct – Insider Trading

a. The trading in securities is permitted during the period when trading window is not closed. The trading window shall be closed during the time the information referred to in para c is unpublished.

b. When the trading window is closed, the directors/ employees/ designated persons shall not trade in the company’s securities in such period.

c. The trading window shall be, inter alia, closed at the time of:-

- i. Declaration of Financial results (quarterly, half-yearly and annual)
 - ii. Declaration of dividends (interim and final)
 - iii. Issue of securities by way of public/ rights/ bonus etc.
 - iv. Any major expansion plans or execution of new projects
 - v. Amalgamation, mergers, takeovers and buy- back
 - vi. Disposal of whole or substantially the whole of the undertaking
 - vii. Any material changes in policies, plans or operations of the Company.
 - viii. Material events in accordance with the provisions of the listing agreement
- d. The time for commencement of closing of trading window shall be notified from time to time.
- e. The trading window shall be re-opened 48 hours after the information referred to in Para c above is made public.
- f. All directors/officers/employees/designated persons of the company 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 trading window is closed or during any other period as may be specified by the Compliance Officer of the Company from time to time.
- g. All directors/ designated persons who buy or sell any number of securities of the Company shall not enter into a Contra trade i.e. sell or buy any number of securities during the next six months following prior transaction. h. Relaxation may be given from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these Regulations. In the event, any such contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

7. TRADING PLANS

- a) An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- b) Such trading plan shall:–
 - i. Not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;

- ii. Not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
 - iii. Entail trading for a period of not less than twelve months;
 - iv. Not entail overlap of any period for which another trading plan is already in existence;
 - v. Set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - vi. Not entail trading in securities for market abuse.
- c) The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- d) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- e) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

8. PRE-CLEARANCE OF TRADE

- i. All directors/officers/designated persons of the company who intend to deal in the securities of the company should pre-clear the transactions as per the pre-dealing procedure as described hereunder provided such transactions exceeds Rupees Ten Lacs in value.
- ii. An application may be made in the form as specified in Annexure 'A' to this code to the Compliance officer indicating the estimated number of securities that the designated persons intends to deal in, the details as to the depository with which he has a security account, the details as to the securities of the Company in such depository mode and such other details as may be specified by the compliance officer in this behalf.
- iii. An undertaking in the form as specified in Annexure 'B' to this code shall be executed in favour of the company by such designated employee/director/officer incorporating, inter alia, the following clauses, as may be applicable:
 - a) That the employee / director / officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
 - b) That in case the employee / director / officer has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he / she shall inform the Compliance officer of the change in his position and that he / she would

completely refrain from dealing in the securities of the Company till the time such information becomes public.

c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time. iv. That he/she has made a full and true disclosure in the matter.

d) The Compliance Officer may after the scrutiny of the application grant approval/ rejection in the format specified in Annexure 'C'.

e) In case, the Compliance Officer wants to deal in the securities of the Company he must submit his application to the Managing Director/ Whole Time Director.

f) All employees/designated persons shall execute their order in respect of securities of the Company within seven trading days after the approval of pre-clearance is given. If the order is not executed within seven working days after the approval is given, the employee / director/ designated persons must pre-clear the transaction again.

g) The Compliance Officer shall confidentially maintain a list as a "restricted list" as may be specified in the SEBI regulations which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

9. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

A. Initial Disclosures

a) Every promoter, key managerial personnel and director of the company whose securities are listed on any recognized stock exchange shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within thirty days of these regulations taking effect;

b) Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter.

B. Continual Disclosures

a) Every promoter, employee and director of the company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded.

b) Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information. Explanation – It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure shall be made when the transactions effected after the prior disclosure cross the threshold limit as specified above.

C. Disclosures by other connected persons

The Company may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

D. All holdings in securities of the company by directors / officers/ designated persons at the time of joining the company within seven working days in the form as specified in Annexure 'D' to this code.

E. Quarterly statement of any transactions in securities within 30 days from the end of the quarter in the form as specified in Annexure 'E' to this code. However no separate statement of transactions in securities is required for trades where pre – clearance is obtained; and

F. Annual statement of all holdings in securities of the Company in the form as specified in Annexure 'F' to this code.

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

10. PENALTY FOR CONTRAVENTION

a) Any employee/director/officer who trades in securities or communicates any information for trading in securities in contravention of the code of conduct may be penalized and appropriate action may be taken by the company.

b) Employees /Directors / Officers of the company who violate the code of conduct shall also be subject to disciplinary action by the company, which may include wage freeze, suspension, ineligible for future participation in employee stock option plans, etc.

c) The action by the company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 2015.

d) Pursuant to provisions of section 195 of the Companies Act, 2013, if any persons contravenes any provisions of this section shall be punishable with imprisonment for a term which may extend to five years or with fine which shall not be less than Five Lakh rupees but which may extend to twenty five Crore rupees or three times the amount of profits made out of insider trading whichever is higher or with both

11. DISCLOSURE

The Company shall promptly intimate this code of Insider Trading and every amendment thereto to the Stock exchanges. This Code shall be published on official website of the Company Champion Commercial Company Limited.

This Code is subject to review from time to time.