



# Nitta Gelatin India Limited

(Formerly Kerala Chemicals and Proteins Limited)

Joint venture of Kerala State Industrial Development Corporation Ltd. and Nitta Gelatin Inc

Post Box 4262  
56/715 SBT Avenue  
Panampilly Nagar  
Cochin - 682 036 India  
Tel : 0484 2864400, 2317805  
Fax : 0484 2310568  
Email : ro@nittagelatin.com  
CIN : L24299KL1975PLC002691

GELATIN DIVISION  
Post Box 3109  
PO Info Park, Kakkanad  
Cochin - 682 042 India  
Tel : 0484 2869500, 2869300  
Fax : 0484 2415504  
Email : gd@nittagelatin.com

OSSEIN DIVISION  
PO Kathikudam  
(Via) Koratty  
Trichur - 680 308 India  
Tel : 0480 2749300, 2719598  
Fax : 0480 2719943  
Email : od@nittagelatin.com  
Website : www.gelatin.in

**EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS  
OF M/S. NITTA GELATIN INDIA LIMITED HELD ON MONDAY, THE 06<sup>TH</sup> DAY OF  
MAY 2019 AT 12.00 NOON AT THE REGISTERED OFFICE OF THE COMPANY  
AT KOCHI**

Insider Trading Regulations – Changes brought in by SEBI

The Board noted that SEBI vide SEBI (Prohibition of Insider Trading) (Amendment) Regulations 2018 dt. 31.12.2018 effective from 01.04.2019 sought to bring in certain changes to the Regulation which in effect expects the Company to bring in modification to the existing Code of Conduct for Prohibition of Insider Trading, in order to provide for the following:-

- I.** i. In respect of Unpublished Price Sensitive Information (UPSI) to be shared if at all, with outsiders in the ordinary course of business and where such outsiders constitute collaborators, lenders, customers, suppliers, Merchant Bankers, Legal Advisors, Auditors, Insolvency Professionals or other Advisors or Consultants, there shall be made a Policy for determination of “legitimate purpose” which would in turn be approved by the Board of Directors.
- ii. Besides, professional firms such as Auditors, Accountancy firms, law firms, analysts, Insurance professional, consultants, Banks etc. shall be collectively referred to as “fiduciaries” for the purpose of the Regulations.
- iii. Any person in receipt of UPSI for ‘legitimate purpose’ shall be considered an Insider within the meaning of the Regulations;
- iv. It shall be ensured that a ‘structured digital database’ is maintained containing names of such persons / entities along with their PAN or other proof of identity authorized by law;





v. It is mandated that such data base is maintained with 'adequate Internal controls' and checks such as time stamping and audit trails to ensure non-tampering of data base.

vi. All the UPSI shall be identified and its confidentiality shall be maintained;

vii. Adequate restrictions shall be placed on communication or procurement of UPSI

viii. List of Designated Persons (DPs) which includes employees shall be maintained and confidential agreements shall be signed with such DPs wherever necessary.

ix. The Audit Committee or any similar body should be enabled to review compliance with provisions of the Regulations at least once in a financial year and verify that the systems for Internal Control are adequate and are operating effectively.

x. The Trading window shall also be applicable to any person having contractual or fiduciary relation with the Company such as auditors, accounting firm law firms, analysts, consultants etc. assisting or advising the Company.

xi. The Company shall formulate written policies and procedures for enquiry in case of leak / suspected leak of UPSI.

**II.** As against the above prescriptions, the following were brought to the information of the Board.

i. The Company already has a Code of Conduct for Prohibition of Insider Trading which forbids the 'Insiders' from providing / allowing access to UPSI 'except where such communication is in furtherance of 'legitimate purpose'.

Where the existing code stops short of elucidating the terminology 'legitimate purpose', it is now sought to do so as follows, to form part of the Code in continuation to clause 2.2.2 thereof:

The term 'legitimate purpose' shall mean and include information being shared

- In ordinary course of business only;







- The information to be shared only by the person authorized to do so;
  - Where there is sharing of UPSI to fiduciaries and other such outsiders, there shall be executed a Non-Disclosure Agreement (NDA) by the Receiver;
  - The person receiving such information should be sensitized or informed about the confidentiality of the matter in order to avoid any leakage;
  - Details of the person receiving such information should be maintained digitally in order to track whether the information was misused / exploited by such Receiver;
  - The person sharing the information shall be authorized with respect to the purpose for which the information gets shared, besides taking adequate care and caution to see that such sharing has not been carried out / or lead to evading or circumventing the provisions of the Regulation.
  - Apart from maintaining a digital data base of such fiduciaries / insiders / outsiders to whom UPSI are shared, with controls in terms of obtaining PAN / other IDs, there shall be placed before the Audit Committee of the Board, annually once, a report on exercise of such controls including execution and follow-up of Non-disclosure Agreement (NDA) where there in fact occurred a sharing of UPSI to other persons / entities in furtherance of business objectives of the Company.
- ii. In the light of the aforesaid, the Board after deliberations, APPROVED the changes to the Code of Conduct which is now published in the Company website, as mentioned at II (i) above besides the change / amendment to the now published Whistle Blower Policy, as herein below:-

**III.** The Whistle Blower Policy at Clause 5.1 lists out the malpractices events which come under the scope of the said Policy.

The said Clause 5.1 to be amended to include as item 12: Any instances coming under the definition of Insider Trading within the meaning of the Act, Regulation and corresponding policy.

**CERTIFIED TRUE COPY**

For NITTA GELATIN INDIA LIMITED

  
**G. RAJESH KURUP (ACS No. 8453)**  
Company Secretary





# Nitta Gelatin India Limited

(Formerly Kerala Chemicals and Proteins Limited)

Joint venture of Kerala State Industrial Development Corporation Ltd. and Nitta Gelatin Inc.

Post Box 4262  
54/1446 SBT Avenue  
Panampilly Nagar  
Cochin - 682 036 India  
Tel : 0484 3099444, 2317805  
Fax : 0484 2310568  
Email : ro@nittagelindia.com

GELATIN DIVISION  
Post Box 3109  
PO Kusumagiri Kakkanad  
Cochin - 682 030 India  
Tel : 0484 3099333, 2415506  
Fax : 0484 2415504  
Email : gd@nittagelindia.com

OSSEIN DIVISION  
PO Kathikudam  
(Via) Koratty  
Trichur - 680 308 India  
Tel : 0480 3099333, 2719490  
Fax : 0480 2719943  
Email : od@nittagelindia.com

CIN : L24299KL1975PLC002691

Website : www.gelatin.in

EXTRACT OF THE MINUTES OF THE 242<sup>nd</sup> MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON TUESDAY, THE 3<sup>RD</sup> NOVEMBER, 2015 AT 2.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT SBT AVENUE, PANAMPILLY NAGAR, KOCHI – 682 036

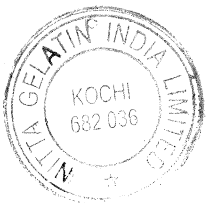
242.07 INSIDER TRADING REGULATIONS – 2015

SEBI had vide their Regulations brought out during the year, ending with their Circular No. CIR/ISD/02/2015 dt. 16.09.2015 put in place a new set of Regulation prohibiting Insider Trading, which replaces their earlier Regulations of the year 1992.

A note on the salient feature of this Regulation was earlier apprised to the Board at the meeting dt. 17<sup>th</sup> April, 2015 in the context of approval of a Code of Conduct to regulate, monitor and report trading by employees in Company's securities, among others.

On consideration of the above, the Board approved the following:-

- (i) The Company Secretary is designated as the Chief Investor Relations Officer for all of the aforesaid;
- (ii) To adopt Code of Practices and Procedures for the fair disclosure of UPSI, subject to revision from time to time, as the Board of Directors deem fit.
- (iii) Authorized the Company Secretary to appropriately inform the Stock Exchange on adoption of the Code as envisaged under the Regulations.



CERTIFIED TRUE COPY

For NITTA GELATIN INDIA LIMITED

  
G. RAJESH KURUP  
Company Secretary