

COCHIN MINERALS AND RUTILE LIMITED

Code of conduct for Directors/Management personnel

The Board of Directors of Cochin Minerals and Rutile Limited has adopted on 07.07.2014 the following Code of Business Conduct and Ethics (the "Code") for Directors & Senior Management personnel (the Management Personnel) of the company. The Code is intended to provide guidance and help to the Management Personnel to recognize and deal with ethical issues; provide mechanisms to report unethical conduct and help foster a culture of honesty, accountability, good corporate governance practices and professionalism. It is expected that each Management Personnel would comply with the letter and spirit of this Code.

CODE OF BUSINESS CONDUCT

1. CONFLICT OF INTEREST

The Management Personnel should avoid any conflict of interest between themselves and the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Chairman/Managing Director. Notice of disclosure of interest, made by a Director under Section 184 of the Companies Act, 2013 shall be treated as adequate compliance with this Code. A Director shall inform the Company punctually about emergence of any situation that may disqualify him/her from being a Director. A "Conflict of interest" can occur, among others, when:

♣ Personal interest of the Management Personnel is adverse to – or may appear to be adverse to - the interests of the Company as a whole or if not adverse, the magnitude of own interest is grossly at variance with that of the Company.

♣ The Management Personnel or a member of his or her immediate family as defined by the Insider Trading Regulations of the Company receives improper personal benefits as a result of his or her position as a Management Personnel of the Company or as a relative.

Some of the more common conflicts that are to be avoided are listed below: -

a) Relationship of Company with third parties

The Management Personnel not to receive a personal benefit from a person or firm or entity, which is seeking to do business or to retain business with the Company. The Management Personnel shall excuse himself/herself from any decision involving another firm or company with which he/she is affiliated.

b) Compensation from non-Company sources

The Management Personnel not to accept compensation (in any form) for services performed for the Company from any source other than the Company and not to accept any offer, payment or anything of value from customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision.

c) Gifts

The Management Personnel may not offer, give or receive gifts from/to persons or entities dealing with the Company in those cases where any such gift is being made in order to influence the actions or where acceptance of the gift could create the appearance of a conflict of interest.

d) Personal use of Company assets

The Management Personnel may not use Company assets or information for personal use or benefit unless approved by the Chairman or Managing Director or as part of a compensation package or expense reimbursement program available to The Management Personnel.

e) Personal expenses

The Management Personnel shall not charge, or cause to be charged, their personal expenses to the Company.

2) CORPORATE OPPORTUNITIES

The Management Personnel are prohibited from:

a) Taking or appropriating for themselves or to their interest, opportunities that are discovered through the use of Company resources, Company information or their position as a Director or senior management personnel.

b) Competing with the Company for business opportunities.

3) BRIBERY AND CORRUPTION

The Management Personnel of the Company shall not resort to or aid or abet bribery or corruption in conducting the Company's business/affairs:

4) INSIDER TRADING

All Directors and senior management personnel shall comply with the applicable Insider Trading Regulations as laid down by SEBI and the Company.

5) USE AND PROTECTION OF ASSETS AND INFORMATION

The Management Personnel entrusted with any property/asset belonging to the Company are responsible for the careful use, protection, expenditure and administration of such assets, including Information Technology as well as intellectual property assets. They shall also encourage careful use of the Company's assets amongst all employees.

6) USE AND PROTECTION OF THE RIGHTS

The Management Personnel must also ensure that the rights of the Company are properly protected and enforced.

7) CONFIDENTIALITY

The Management Personnel must maintain strict confidentiality of information entrusted to them by the Company and any other confidential information about the Company that comes to them, from whatever source, in their capacity as a Director or senior management personnel, except when disclosure is duly authorised or legally mandated.

8) COMPLIANCE WITH LAWS, RULES AND REGULATIONS, ENCOURAGING FAIR DEALING AND PROFESSIONALISM

- a) The Management Personnel must comply, and oversee compliance, with laws, rules and regulations applicable to the Company.
- b) The Management Personnel must deal fairly, and oversee fair dealing by employees and officers, with the Company's customers, suppliers, competitors and other stakeholders and should encourage professionalism, integrity and honesty.
- c) The Management Personnel should take all reasonable steps to ensure that necessary disclosures as per statutory requirements are being regularly made as part of financial reporting.
- d) Directors must take all necessary steps to protect the interests of shareholders, including the minority and small shareholders and in this respect attention is drawn to the duties of directors envisaged in the Companies Act 2013 as follows:

- (1) A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- (2) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- (3) A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- (4) A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- (5) A director of a company shall not assign his office and any assignment so made shall be void.

9) ENCOURAGING ETHICS AND REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOUR

The Management Personnel should promote ethical behaviour and take steps to ensure that the Company: -

- a) Encourages employees to talk to Supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation.
- b) Encourages all employees to report violations of laws, rules, regulations or the Company's Code of Conduct to appropriate personnel.
- c) Informs the employees that the Company will not allow retaliation for reports made in good faith.

10) COMPLIANCE STANDARDS

The Management Personnel should communicate any suspected violations of this Code promptly to the Chairman of the Board or the Managing Director. Violations will be investigated by the Board or by persons designated by the Board, and appropriate action will be taken in the event of any violations of the Code.

11) WAIVER OF CODE OF BUSINESS CONDUCT AND ETHICS

Any waiver of this Code may be made only by the Board of Directors.