



CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING **(A Code of Conduct to regulate, monitor and report trading by Insiders)**

SCOPE AND PURPOSE

The Securities and Exchange Board of India repealed the erstwhile SEBI (Prohibition of Insider Trading) Regulations, 1992 and replaced it with the SEBI (Prohibition of Insider Trading) Regulations, 2015, on 15th January, 2015 (hereinafter referred to as the “Regulations”) in terms of which Kesoram Industries Limited (the “Company”) is required, inter alia, to frame a Code of Conduct for Prohibition of Insider Trading (hereinafter referred to as “KIL - Code of Conduct”) by employees of the Company, including the Directors and other connected persons, in relation to the securities of the Company.

In line with the said Regulations, the following “KIL - Code of Conduct” has been adopted by the Board of Directors (hereinafter referred to as ‘Board’) at its meeting held on 28th August, 2015.

Compliance to the “KIL - Code of Conduct” will be applicable from the day when the Regulations become effective.

1. APPLICABILITY

This “KIL - Code of Conduct” is applicable to all Designated Employees and their immediate relatives, connected persons, Promoter and Promoter Group of the Company.

2. DEFINITIONS

- a) “**Act**” means the Securities and Exchange Board of India Act, 1992 including any amendment or modification thereto;
- b) “**Board**” means the Securities and Exchange Board of India;
- c) “**Code**” or “**Code of Conduct**” means Conduct for Regulating, Monitoring and Reporting of trading by insiders of Kesoram Industries Limited and its Subsidiaries.
- d) “**Company**” means Kesoram Industries Limited.
- e) “**Compliance Officer**” means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible 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records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

f) **“Connected person”** means:

(i) any person who is or has during the six months prior to the concerned act been associated with the Company or its Subsidiaries, 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 its Subsidiaries or holds any position including a professional or business relationship between himself and the Company or its Subsidiaries 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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

g) **“Designated Employees”** shall cover the following:

- Managing Director or Whole – time Director/ Manager;
- All Directors, whether executive, non-executive or independent;
- Chief Executive Officer (CEO);
- Chief Financial Officer (CFO);

- Company Secretary;
 - Executive Assistants to Managing Director /Whole – time Director/ President/ Key Managerial Personnel (KMPs);
 - Such other employees working in the inside areas as may be determined from time to time by Compliance Officer.
- h) **“Generally Available Information”** means information that is accessible to the Public on a non-discriminatory basis;
- i) **“Immediate Relative”** means a spouse of an insider and includes parent, sibling, and child of such insider or of the spouse, any of whom is either dependent financially on such insider, or consults such insider in taking decisions relating to trading in securities;
- j) **“Insider”** means any person who is:
- i) a connected person; or
 - ii) in possession of or having access to unpublished price sensitive information;
- k) **“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;
- l) **“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;
- m) **“Trading”** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities, and ‘trade’ shall be construed accordingly;
- NOTE:** Under the parliamentary mandate, since the Section 12A (e) and Section 15G of the Act employs the term 'dealing in securities', it is intended to widely define the term “trading” to include dealing. Such a construction is intended to curb the activities based on unpublished price sensitive information which are strictly not buying, selling or subscribing, such as pledging etc when in possession of unpublished price sensitive information.
- n) **“Trading Day”** means a day on which the recognized Stock Exchanges are open for trading;
- o) **“Trading plan”** means a duly formulated Trading Plan which, once approved by the Compliance officer and notified to the Stock Exchanges for public disclosure, will entitle an Insider, to trade in shares or other listed securities of the Company in accordance with Plan;
- p) **“Trading Window”** means a trading period for trading in Company’s Securities as specified by the Company from time to time;
- q) **“Unpublished Price Sensitive Information”** means any information, relating to the 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:
- financial results;
 - dividends;
 - change in capital structure;
 - mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;

- changes in key managerial personnel; and
- material events in accordance with the Listing Agreement.

3. COMPLIANCE OFFICER – DUTIES AND RESPONSIBILITIES

- 3.1 The Compliance Officer shall report on insider transaction to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.
- 3.2 The Compliance Officer shall assist all employees in addressing any clarification regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.
- 3.3 The Compliance Officer shall be responsible for setting up Codes for adherence to the Rules for prevention of Insider Trading, pre-clearance of Designated Employees' and their dependents' and Connected Person's trades, monitoring of trades and implementation of this Code under the overall supervision of the Board
- 3.4 The Compliance Officer shall change and update the list of Designated Employees from time to time and maintain record of designated Employees and changes thereof.
- 3.5 The Compliance Officer shall approve and notify Trading Plans to the Stock Exchanges in which shares or other securities of the Company are listed.

4. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

- i. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the 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;
- ii. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations;
- iii. Notwithstanding anything contained in KIL – Code of Conduct, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - a) 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;
 - b) 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 of Directors 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 limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

5. TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

(1) No insider shall trade in the Securities of the Company's shares that are listed / proposed be listed, when in possession of UPSI:

Provided that the insider may prove his innocence by demonstrating extenuating the circumstances including the following:

- (i) the transaction *is/was* an off-market *inter-se* transfer between promoters who were in possession of the same UPSI without being in breach of Clause 4 of the KIL-Code of Conduct and both parties had made a conscious and informed trade decision;
- (ii) in the case of non-individual insiders:
 - (a) individuals who were in possession of such UPSI were different from individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
 - (b) appropriate and adequate arrangements were in place to ensure that the KIL-Code of Conduct are not violated and no UPSI was communicated by individuals possessing the information to individuals taking trading decisions and there was no evidence of such arrangements having been breached;
- (iii) trades were pursuant to a Trading Plan set up in accordance with Clause 6 of KIL- Code of Conduct.

6. TRADING PLAN

6.1 Any Insider would be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure. A copy of the Application to be submitted to the Company should be in the format given in **Annexure 1**.

6.2 Such Trading Plan must-

- 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 Company and the second trading day after 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 or other listed 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 shares or other listed securities for market abuse.
- 6.3 The Compliance Officer shall review such Trading Plan to assess whether the plan would have any potential for violation of the KIL-Code of Conduct 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 such Trading Plan. A copy of the approval letter to be issued should be in the format as per **Annexure 2**.
- 6.4 The Trading Plan once approved shall be irrevocable and the Insider must mandatorily implement the Plan, without being entitled to either deviate from it or to execute any trade in shares or other listed securities outside the scope of the Trading Plan.
- 6.5 The implementation of the Trading Plan must not commence should any UPSI in possession of the Insider at the time of formulation of the Plan has not become generally available at the time of the commencement of implementation and, in such event, the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information so as to avoid a violation of Clause 5(1) of the KIL- Code of Conduct.
- 6.6 Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the Stock Exchanges in which the Company's shares or other securities are listed.

7. TRADING WHEN NOT IN POSSESSION OF UPSI

- a. all Insiders and Designated Employees, while not being in possession of UPSI may trade in the Company's listed shares and other Securities only during periods when the Trading Window remains open.
- b. all Insiders and Designated Employees are required to obtain pre-clearance of trade, in the format stated in **Annexure 3**, from the Company's Compliance Officer should the value of transaction to be executed by them exceeds Rs. 10 Lakhs.
- c. approval for pre-clearance of Trade shall be given by Compliance Officer in the format specified in **Annexure 4**.
- d. while applying for pre-clearance of trade, Insiders and Designated Employees must declare that he/she is not in possession of UPSI.
- e. the Compliance Officer shall confidentially maintain a list of its shares or other listed securities as a "restricted list" to be used as a base for approving or rejecting applications for pre-clearance of trades.

- f. the trade, once pre-cleared by the Compliance Officer, will have to be executed by such Insiders / Designated Employees within a period of Seven (7) days and If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again for the trades to be executed. Once the trade is executed, the Insiders/Designated Employees must inform the Compliance Officer in the format specified in **Annexure 5**.
- g. should the Insiders / Designated Employees decide not to trade after obtaining preclearance from the Compliance Officer, he/she shall immediately inform the Compliance Officer in the format specified in **Annexure 6**.
- h. once a trade is executed by an Insider/Designated Employee, he/she must not execute a Contra-trade for a period of six months. However, in case of emergencies, the application (in the format specified in **Annexure 7**) should be made to the Compliance Officer who may grant relaxation from strict application of such restriction for reasons to be recorded in writing. The Compliance Officer must however, ensure that such relaxation does not violate the KIL-Code of Conduct.
- i. if a Contra-trade has been executed, inadvertently or otherwise, in violation of clause (h) above, the profits from such trade must be collected from the concerned Insider/Designated Employee and must be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
- j. in the case of ESOPs, exercise of option may be allowed in the period when the Trading Window is closed. However, sale of shares or other listed securities allotted on exercise of ESOPs shall not be allowed when Trading Window remains closed.
- k. in the case of Rights Issue all Insiders and the Designated Employees may subscribe to their rights entitlement even when Trading Window is closed.
However, subscribing to rights renounced in their favour will not be permitted when Trading Window is closed.
- l. the Trading Window shall remain closed during the period of happening of certain events such as announcement of financial results, declaration of dividends, any other important event, due to any decision taken by the Company or its Board of Directors which may have effect on prices of its shares or other listed securities. The list of such events and the closing period for the window is as follows:
- i) *For Directors /Promoters or Promoter Group*

| Event | Trading Window remains closed | |
|---|--|--|
| | From | To |
| Declaration of Financial Results of the Company for the First/Second/ Third/ Fourth Quarter | Seven days prior to the date of the Board Meeting to be held for approval of Financial Results of the Company. | 24 hours after the results are submitted to the Stock Exchanges. |
| Declaration of Dividend | The date on which Notice of | 24 hours after the |

| | | |
|---|---|---|
| | Board Meeting to be held for declaration of dividend is submitted to the Stock Exchanges. | Notice is submitted to the Stock Exchanges. |
| Issue of Securities by way of Public or Right or Bonus Issue | Do | Do |
| Major Expansion Plans or Execution of New Projects | Do | Do |
| Amalgamation, Merger, Takeovers, Buyback proposals for amalgamation of the Company with any other Company or vice-versa or taking over of any other Company | Do | Do |

Trading Window shall be opened 48 hours after the information is made public.

ii) *For Designated Employees:* The Trading window shall remain closed during the period as stated in 7(l) (i) above, however, for the declaration of Financial Results for every quarter it shall remain closed from the end of every quarter till 48 hours after the declaration of Financial Results of that quarter or such period as may be amended from time to time by the Board since the designated employees are reasonably expected to be in possession of unpublished price sensitive information about the Company.

8. DISCLOSURE REQUIREMENTS:

i) Initial Disclosure:

Every Promoter, Key Managerial Personnel, director of the Company and each of their Immediate Relatives shall disclose his/her holding of securities of the Company **within thirty days** of these Rules taking effect as per **Form A**.

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose his / her and immediate Relatives' 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, as per **Form B**.

ii) Continual Disclosure:

Every Promoter, employee, Director of the Company and each of their Immediate Relatives shall disclose as per **Form C** 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 value in excess of Rs. 10 lakhs or such other value as may be specified in the format prescribed by SEBI or any other authority from time to time.

The disclosure shall be made within two trading days of:

- a. the receipt of intimation of allotment of shares, or
- b. the acquisition or sale of shares or voting rights, as the case may be.

iii) Disclosure to the Stock Exchanges:

The Compliance Officer shall notify the stock exchanges, particulars of the Trades, within **two trading days** of the receipt of the Continual Disclosure or from becoming aware of such information

iv) Disclosure by other Connected persons :

The Compliance Officer may, require any other Connected Person to disclose the holdings and trading in securities of the Company as per **Form D** at such frequency as he may determine.

9. MAINTENANCE OF RECORDS OF DISCLOSURES

The Compliance Officer shall maintain records of all the above disclosures in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof.

10. PENALTIES FOR NON-COMPLIANCE

Depending upon the severity of non-compliance with the Code by the Insider/Designated Employees, the Board of Directors of the Company will have complete liberty to impose such sanctions and/or disciplinary action, including wage freeze, suspension, etc. as it may be decide.

11. REPORTING REQUIREMENTS

The Compliance Officer shall place before every meeting of Stakeholders Relationship Committee (SRC) all the details of any trading in the securities by any Designated Employee of the Company and the accompanying documents that such persons had executed under the pre-clearance procedure as envisaged in the “Kesoram Industries Limited Code of Conduct”.

Further, the Compliance officer shall provide reports to the Chairman of Audit Committee and Chairman of the Board of Directors at regular intervals.

12. AUTHORITY TO MAKE ALTERATIONS

The Board of Directors (including any Committee authorized in this regard), are authorized to make such alterations to this Code as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015

By Order of the Board
Sd/-

Place: Kolkata

Dated: 12th February, 2019

Company Secretary

Annexure 1

Application for approval of Proposed Trading Plan

To
The Compliance Officer
Kesoram Industries Limited
9/1, R N Mukherjee Road,
Kolkata- 700001,
West Bengal

I/We am/are holding Securities (type of security to be specified) of Rs...../- each in my/our capacity as_____ hereby submit my/our proposed Trading Plan for trading in Securities of the Company during the period when Trading Window is open, for your consideration and approval:

| Sr no | No of Securities | Plan for Purchase or Sell month wise details | Indicative price range | Remark |
|-------|------------------|--|------------------------|--------|
| | | | | |
| | | | | |

I/We request you to kindly give me/us your approval for the proposed Trading Plan.

Thanking you,

Yours faithfully,

Approval of Trading Plan

To

Dear Sir/ Madam

This has reference to your application submitting your proposed Trading Plan for trading in securities (type of security to be specified) of the Company as per the details mentioned therein.

I/We have examined the Trading Plan submitted by you and give you the approval for trading in Securities of the Company when trading window is open.

| Sr no | No of Securities | Plan for Purchase or Sell month wise details | Indicative price range | Remark |
|-------|------------------|--|------------------------|--------|
| | | | | |
| | | | | |

Please note the Trading Plan as approved is required to be implemented by you mandatorily in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015 and you are also required to abide by requirements of disclosure of change in your holding.

Please note that a copy of approved Trading Plan is submitted by us to the Stock Exchanges where Securities of the Company are listed.

Thanking you,

Yours faithfully.

For Kesoram Industries Ltd.

Compliance Officer

Application for pre-clearance of trade

SEBI (PIT) Regulations, 2015
(When dealing in Securities beyond the threshold limit)

To
The Compliance Officer
Kesoram Industries Limited
9/1, R N Mukherjee Road,
Kolkata- 700001,
West Bengal

Dear Sir,

Sub: Pre-clearance of trade

Ref: DP's name: _____
DP ID: _____
CLIENT ID: _____
Name of Insider: _____
Address: _____

Your approval is solicited for purchase/sale of _____ Securities of the Company in physical / demat form.

I state on solemn affirmation:

1. that I am Director/employee/D.E. of the Company _____ who may reasonably be expected to have an access to UPSI in relation to the Company.
2. that I intend to purchase/sale _____ (state No. of Securities) Securities of the Company in physical/demat form immediately on receipt of clearance for trade.
3. that I am aware of the code of conduct for Prohibition of Insider Trading (PIT) and that the provisions are applicable to me.
4. that at this point of time Trading Window is open and I am permitted to trade in Securities.
5. that I do not have access to the UPSI and also have not received UPSI till today.
6. that in case I have access to the price sensitive information or receive it after signing this undertaking, I shall inform the change and refrain from dealing in Securities till the information becomes public.

7. that I have not contravened the code of conduct for prevention of Insider Trading as notified by the Company.

8. that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.

Yours truly

Signature:

Name:

Designation:

(You are requested to use the above format for preclearance of trade of your dependents i.e. dependent parents, dependent spouse, and dependent children)

Pre-clearance Trade

To,
Name of employee etc.

Dear Sir/Madam,

This has reference to your application for approval of Trade in the Securities of the Company.
Your application is considered and based on the undertaking given by you, the proposed trade is approved.

This approval is valid for one week, or till your access to UPSI, whichever is earlier.

Thanking you,

Yours faithfully,
For Kesoram Industries Limited

Compliance Officer

Completion of Trade

To
The Compliance Officer
Kesoram Industries Limited
9/1, R N Mukherjee Road,
Kolkata- 700001,
West Bengal

Date:

Dear Sir,

Folio No. _____ / D.P.ID. No. _____ Client I.D. No. _____
Sub: Preclearance of trade dated _____

This is to inform you that the trade for purchase / sale of Company's Securities cleared by you vide No. _____ dated _____ has been completed.

_____ is my D.P. My D.P.I.D. No. is _____, my client I.D. No. is _____ / my folio No. is _____ (state if the Securities are purchased for the first time.)

I will hold the shares purchased/ not buy the shares for a period of 6 months from the date of completion of deal.

Thanking you,
Yours truly

Signature:

Name:

Designation:

Intimation about non-execution of Trade after seeking pre-clearance.

To
The Compliance Officer
Kesoram Industries Limited
9/1, R N Mukherjee Road,
Kolkata- 700001,
West Bengal

Date:

Dear Sir,

Folio No. _____ / D.P.ID. No. _____ Client I.D. No. _____

Sub: Non-execution of Trade after obtaining Preclearance of trade vide letter dated _____.

This is to inform you that you had approved my application for trade in the Securities of the Company vide your letter dated _____. I wish to inform you that I could not execute the Trade on account of _____ (state the reason for non-execution of Trade.)

Thanking you,
Yours truly

Signature:

Name:

Designation:

Application for waiver of minimum holding period

To
The Compliance Officer
Kesoram Industries Limited
9/1, R N Mukherjee Road,
Kolkata- 700001,
West Bengal

Date:

Dear Sir,

Folio No. _____ / D.P.ID. No. _____ Client I.D. No. _____
Sub: Waiver of minimum holding period

I/my dependent family member (state name & relation) had purchased Company's Securities vide preclearance dated _____, on _____ (date of completion of deal).

On account of (state reason for selling) I wish to sell these Securities within the minimum holding period.

Your approval is solicited.

Thanking you,
Yours truly

Signature:

Name:

Designation:

**Securities and Exchange Board of India (Prohibition of Insider Trading)
Regulations, 2015**

[Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the company: Kesoram Industries Ltd

ISIN of the company: INE880A01017

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

| Name, PAN No., CIN/DIN & address with contact nos. | Category of Person (Promoters / KMP/ Directors/immediate relatives/ others etc) | Securities held as on the date of regulation coming into force | | % of Share-holding | Open Interest of the Future contracts held as on the date of regulation coming into force | | Open Interest of the Option Contracts held as on the date of regulation coming into force | |
|--|---|--|-----|--------------------|---|-------------------------------|---|-------------------------------|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debenture) | No. | | No. Number of units (contracts * lot size) | Notional value in Rupee terms | No. Number of units (contracts * lot size) | Notional value in Rupee terms |
| 1 | 2 | 3 | 4 | 5 | 6 | | 7 | |
| | | | | | | | | |

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

**Securities and Exchange Board of India (Prohibition of Insider Trading)
Regulations, 2015**

[Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the company: Kesoram Industries Ltd

ISIN of the company: INE880A01017

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

| Name, PAN No., CIN/DIN & Address with contact nos. | Category of Person (Promoter s/ KMP / Directors/ immediate relatives/ others etc.) | Date of Appointment of Director /KMP OR Date of becoming Promoter | Securities held at the time of becoming Promoter / appointment of Director/KMP | | % of Share-holding | Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP | | Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP | |
|--|--|---|--|-----|--------------------|---|-------------------------------|---|-------------------------------|
| | | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | | Number of units (contracts * lot size) | Notional value in Rupee terms | Number of units (contracts * lot size) | Notional value in Rupee terms |
| 1 | 2 | 3 | 4 | | 5 | 6 | | 7 | |

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2)]

Name of the company: Kesoram Industries Ltd

ISIN of the company: INE880A01017

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

| Name, PAN No., CIN/DIN & Address of Promoter/Employee /Director with contact nos. | Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.) | Securities held prior to acquisition/disposal | | Securities acquired/Disposed | | % of Shareholding | | Date of allotment advice/acquisition of shares/sale of shares specify | | Date of Intimation to Company | Mode of Acquisition (Market purchase/public rights/preferential offer/off market/interse transfer etc. | Trading in derivatives (Specify type of contract, Futures or Options etc) | | | | Exchange on which the trade was executed | |
|---|---|--|-----|--|-----|-------------------|------------------|---|----|-------------------------------|--|---|--|-------|--|--|--|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Pre Transaction | Post Transaction | From | To | | | Buy | | Sell | | | |
| | | | | | | | | | | | | Value | Number of units (contract * lots Size) | Value | Number of units (contract * lots Size) | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | |
| | | | | | | | | | | | | | | | | | |

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 [Regulation 7 (3) – Transaction by Other connected persons as identified by the Company]

Name of the company: Kesoram Industries Ltd

ISIN of the company: INE880A01017

| 1 | 2 | 3 | | 4 | | 5 | | 9 | 10 | 11 | 12 | 13 | | 14 | | 17 |
|---|---|--|-----|--|-----|-----------------|------------------|---|----|----|----|-------|--|-------|--|----|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Pre Transaction | Post Transaction | | | | | Buy | | Sell | | |
| | | | | | | | | | | | | Value | Number of units (contract * lots Size) | Value | Number of units (contract * lots Size) | |
| | | | | | | | | | | | | | | | | |

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date: