



Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of Kesoram Industries Limited

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('the Code'), with regard to shares and such other securities of the Company as are listed on the Stock Exchange, is framed in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) regulations, 2015, effective 15th May, 2015 and adopted by the Board on 28th August, 2015.

As per the Code, the Company shall ensure that:

- prompt public disclosure is made of any such unpublished price sensitive information ('UPSI') that in the Company's opinion could impact price discovery, once such credible and concrete information is generated so as to make such information generally available *i.e.* make the information available to the public on a non-discriminatory basis;
- uniform and universal dissemination of UPSI is done to avoid selective disclosure;
- prompt dissemination is made of UPSI that may get disclosed selectively, inadvertently or otherwise, to make such information generally available.
- there is appropriate, fair and prompt response to queries on news reports and requests for verification of market rumours by Regulatory Authorities, except on news reports motivated by vested interests; the clarification of which is likely to be detrimental to the interests of the Company and the shareholders or to the advantage of the existing or potential competitor(s) of the Company;
- information shared with analysts, research personnel and the investor community will not constitute UPSI during interactions and the Company will ensure that no UPSI is disclosed selectively to any one of the above or any other investor to the disadvantage of stakeholders.
- in the unlikely event of any UPSI being disclosed selectively, inadvertently or otherwise, at a meeting with analysts or at any investor relations conference, such UPSI would be promptly communicated to the Stock Exchanges where the Company's shares and other securities are listed;
- material content of communication shared with analysts and at investor relations conferences will be put up on the Company's corporate website either in the form of FAQs or in any other appropriate manner for general dissemination ;

- the Company will ensure that handling of all UPSI would be on a “need-to-know” basis. UPSI may, however, be disclosed to designated persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.

The Secretary of the Company shall act as the Investor Relations Officer for the purpose of dealing with dissemination of information and disclosure of UPSI relating to the Company to the investors, analysts, press and electronic / social media.

Company’s policy on determination of Legitimate Purposes

The term ‘Legitimate Purpose’ shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions under SEBI (PIT) Regulations.

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of SEBI (PIT) Regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with Company’s Code of Conduct & SEBI (PIT) Regulations.

Structured Digital Database

A structured digital database shall be maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under the SEBI (PIT) Regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

The Code will be posted on the Company’s corporate website www.kesocorp.com.

This Code is subject to review by the Company’s Board of Directors from time to time.
