



## **KDDL Limited**

### **Code of practices and procedures for fair disclosure of unpublished price sensitive information (Sub-regulation (1) of regulation 8, of SEBI (Prohibition of Insider Trading) Regulations, 2015)**

#### **Purpose:**

The Board of Directors of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a Code of practices and procedures for fair disclosure (“the code”) of unpublished price sensitive information that it would follow in order to adhere to each of the principles as stated in Schedule A of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“the Regulations”).

#### **Preamble:**

The Board of Directors of the Company, by a resolution passed by circulation on May 15, 2015, formulated and adopted the policy for the Company in compliance with Chapter IV read with Schedule A of the Regulations. The policy is also published on the official website of the Company, [www.kddl.com](http://www.kddl.com).

Further, in view of amendments in the Regulations, the Board of Directors has amended the code to include policy for determination of “Legitimate Purposes” as a part of this policy.

The Equity Shares of the Company are listed on BSE Ltd. (BSE), collectively referred to as the Stock Exchanges.

#### **Code of Fair Disclosure of the Company :**

- 1) The Company shall promptly disclose to the public all of unpublished price sensitive information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 2) The Company shall follow uniform and universal dissemination of UPSI to avoid selective disclosure.
- 3) The Board of Directors has designated Chief Financial Officer (CFO) as Chief Investor Relations Officer and Company Secretary as Compliance Officer to deal with dissemination of information and disclosure of UPSI.
- 4) In the event of any UPSI getting disclosed selectively either inadvertently or otherwise, the Company shall ensure prompt dissemination of UPSI as generally available, by publishing the same on Company’s website [www.kddl.com](http://www.kddl.com).
- 5) The Company shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 6) The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- 7) The Company shall develop best practices to make transcripts or record of proceedings of meetings with analyst and conference call with investors/analysts are promptly published on the official website of the Company to ensure official confirmation and documentation of disclosures made.
- 8) The Company shall handle all UPSI on a need-to-know basis.

9) Any amendment of the Policy, upon approval of the Board of the Company shall be intimated to the Stock Exchanges and shall also be updated in the company's official website.

#### **Policy for determination of "Legitimate Purposes"**

(i) The 'Legitimate Purpose' shall include sharing of unpublished price sensitive information 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 of the Regulations.

(ii) Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

(iii) UPSI shall be handled within the Company on a need-to-know basis, and the same should be disclosed only to those who need such information to discharge their duties or legal obligations by virtue of their respective role and function, whose possession of such information will not give rise to a conflict of interest or appearance of misuse of such information.. All insiders shall adhere to the conditions of strict confidentiality and shall not share any UPSI except for the aforesaid purposes.

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.

(iii) A structured digital database shall be maintained containing the names of such persons or entities, as the case may be, with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls and checks will also be laid out to secure such database.

#### **Amendment:**

Any change in the Code shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Code or the entire Code at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

In case any provisions of the Code are contrary to or inconsistent with the provisions of the Companies Act, 2013, rules framed thereunder and Listing Regulations ("Statutory Provisions"), the provisions of Statutory Provisions shall prevail.

Any subsequent notification, circular, guidelines or amendments under Insider Trading Regulations and other applicable laws as may be issued from time to time shall be mutatis mutandis applicable without further modification or amendment in this Code.

#### **Disclosure:**

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed and also published on the website of the Company i.e. [www.kddl.com](http://www.kddl.com).