

## **CODE OF PRACTICE AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

As envisaged under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015) (“the Regulations”)

**KPT Industries Limited** (Here after referred as “The Company”) will adhere to following points so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:

- a) The Company will make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- b) The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- c) The Company Secretary shall act as Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished Price Sensitive Information.
- d) Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- e) The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- f) The Company will ensure that, information, if any, shared with analysts and research personnel is not unpublished price sensitive information.
- g) The Company will develop best practices to make available transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.
- h) All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider’s legitimate purposes, performance of duties or discharge of legal obligations.
- i) “Legitimate Purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers,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.
- j) Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the Regulations and due notice

shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with the regulations.

- k) Any person in receipt of unpublished price sensitive information pursuant to a “Legitimate Purpose” shall be given due notice to maintain confidentiality of such unpublished price sensitive information in compliance with the Regulations.
- l) “Unpublished price sensitive information” (UPSI), wherever mentioned herein above means any information, relating to a company or its securities, directly or indirectly, that is not generally available which if becomes available, could likely affect the price of the securities.

Based on present circumstances in the company and SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, “unpublished price sensitive information”, shall ordinarily include, but not restricted to, information relating to the following :-

- i) Financial results
- ii) Dividends
- iii) Change in capital structure
- iv) Mergers, demergers, acquisitions, delistings, disposals and expansion of business and such other transaction
  - Mere, primary or detailed discussion with other organizations, related to business expansion, through any means of communication will not be treated as UPSI.
  - Expansion of business to be treated as UPSI, only after detailed agreement is signed between both the parties.
  - Expansion of business will be treated as UPSI, subject to initiation of actual working or material steps are taken by management.
- v) Change in key managerial personnel

***The above list is exclusive and subject to amendment, based on SEBI (Prohibition of Insider Trading) Regulations, 2015 and circumstances prevailing in company.***

The Code has been adopted by the Board of Directors in its meeting held on 28<sup>th</sup> January, 2021 and shall be effective from April 1, 2021.

\*\*\*\*\*