

KEI

Wires & Cables

KEI INDUSTRIES LIMITED

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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION: KEI INDUSTRIES LIMITED

1. PREAMBLE

KEI Industries Limited ('the Company') endeavours to preserve the confidentiality of Unpublished Price Sensitive Information and to prevent misuse of the same. The Company is committed towards transparency and fairness in dealing with all stakeholders and in ensuring adherence to all applicable laws and the SEBI (Prohibition of Insider Trading) Regulations, 2015 including amendment thereto, from time to time ('SEBI PIT Regulations'). To achieve these objectives, and in compliance with the SEBI PIT Regulations, the Company had adopted the Principle of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('the Code of Fair Disclosure') as a part of Code of Conduct for Prevention of Insider Trading. The Code of Fair Disclosure is revised in accordance with the provisions of the SEBI PIT Regulations read with amendment(s) thereto vide SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and Circulars issued by BSE vide Circular No. LIST/COMP/01/2019-20 and NSE vide Circular No. NSE/CML/2019/11 dated 02nd April, 2019.

2. PRINCIPLES FOR FAIR DISCLOSURE

A code of Practices and Procedures for Fair Disclosure of Price Sensitive Information for adhering each of the principles is set out below:

- The Company will make prompt public disclosure of Unpublished Price Sensitive Information in relation to the Company that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- The Company will ensure uniform and universal dissemination of Unpublished Price Sensitive Information in relation to the Company to avoid selective disclosure.
- The Directors or KMP or Authorized Representatives of the Company will deal with dissemination of information and disclosure of Unpublished Price Sensitive Information in relation to the Company.
- The Company will make efforts to promptly dissemination of Unpublished Price Sensitive Information in relation to the Company that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- The Company will endeavor to provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- The Company will ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information in relation to the Company.
- The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences, if any, on the Company's website to ensure official confirmation and documentation of disclosures made.
- All Unpublished Price Sensitive Information in relation to the Company will be handled on a need to know basis.

3. DETERMINATION OF LEGITIMATE PURPOSES FOR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- The Company Secretary in consultation with the Managing Director(s) or the Chief Financial Officer of the Company shall decide the Legitimate Purposes in accordance with SEBI PIT Regulations.
- Sharing of Unpublished Price Sensitive Information in relation to the Company with lenders, customers, suppliers, legal advisors, auditors, merchant bankers, collaborators, partners, insolvency professional, other advisors or consultants, shall be considered as "Legitimate

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Purposes" for the purpose of sharing Unpublished Price Sensitive Information in the ordinary course of business by Insider, provided that such sharing of Unpublished Price Sensitive Information has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations.

- Any person who is in receipt of Unpublished Price Sensitive Information pursuant to the Legitimate Purposes shall be considered as an Insider for the purpose of the SEBI PIT Regulations and notice shall be given to such person(s) to maintain confidentiality of Unpublished Price Sensitive Information, in compliance with the SEBI PIT Regulations.
- 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 under the SEBI PIT Regulations along with the Permanent Account Number ('PAN') any other identifier authorized by law where PAN is not available. Adequate and effective systems of internal controls will also be laid down to ensure the compliance for maintenance of the digital database for sharing the information for the said Legitimate Purposes, in accordance with the SEBI PIT Regulations.

4. DEALING IN CASE OF BREACH OF UPSI

In case of any dissemination of UPSI on behalf of the Company without prior approval referred above, out of accidental omission, selectively, inadvertently or otherwise by any Employee or Director of the Company, then such Employee or Director shall forthwith inform the Compliance Officer. The Compliance Officer will then take appropriate measures to rectify such disclosure or make it generally available, if necessary.

5. EFFECTIVE DATE

This Code of Fair Disclosure will be effective with immediate effect.

6. REVIEW / AMENDMENTS

In case there are any modification(s) / amendment(s) / notification(s) / circulars(s), guidance note(s), informal guidance(s) issued by SEBI / MCA or judgements made by the Tribunal or any Court which has the effect of amendment in the Regulation(s) / Section(s) / Rule(s) made thereunder, the Chief Financial Officer and/or Company Secretary and/or Managing Director is/are authorized to make amendments in the Policy / Code as to the extent applicable. The amended Policy / Code shall be taken note by the Board of Directors / Committee in their ensuing Meeting(s).

Further, all the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 governing the said clause shall apply.