



KEI INDUSTRIES LIMITED

Regd. Office: D-90, Okhla Industrial Area, Phase – 1, New Delhi – 110020

CIN: L74899DL1992PLC051527, Tel.: +91-11-26818840, 26818642,

Fax: +91-11-26811959, 26817225 Website: www.kei-ind.com

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED**

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY
DESIGNATED PERSON(S) AND THEIR IMMEDIATE RELATIVE(S)**

[Pursuant to Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. Preamble

- 1.1** The Company endeavours to preserve the confidentiality of Unpublished Price Sensitive Information (***“UPSI”***) and to prevent misuse of such information. The Company is committed to deal with all Stakeholders with full transparency and fairness, ensuring adherence to all laws and regulations and achieving highest standards of corporate governance.
- 1.2** To achieve these objectives, KEI Industries Limited (***“Company”***) hereby notifies Code of Conduct to regulate, monitor and report trading by Designated Person(s) and their Immediate Relative(s) (***“the Code”***) under the SEBI (Prohibition of Insider Trading) Regulations, 2015 (***“SEBI (PIT) Regulations”***).
- 1.3** The Code originally came into force on May 15, 2015 and was amended by the Board of Directors on November 12, 2019.
- 1.4** The Code shall continue to be in force until the regulations under which the said Code has been framed, be repealed by the SEBI or is subject to change pursuant to any amendments thereof in the said Regulations.
- 1.5** The Board of Directors may from time to time review and amend the provisions of the Code in terms of the prevailing practices being followed and amendments, if any under SEBI (PIT) Regulations.
- 1.6** In case there are any modification(s) / amendment(s) / notification(s) / circulars(s) / guidance note(s) / informal guidance(s) issued by SEBI / MCA under SEBI (PIT) Regulations, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 or any Judgments 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 / Audit Committee in their ensuing Meeting(s).

***CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED***

2. Objective

- 2.1** The objective of this Code is to regulate, monitor and report trading by Designated Person(s) and their Immediate Relative(s) towards achieving compliance with SEBI (PIT) Regulations and cast a duty upon every Designated Person to safeguard the confidentiality of all the information obtained in the course of his/ her work at the Company. No Designated Person or their immediate relative shall use his/ her position or knowledge about the Company to gain personal benefit or to provide benefit to any third party.

3. Applicability

- 3.1** The Code shall be applicable to Designated Person(s) and Immediate Relatives of Designated Person(s).
- 3.2** The expression “Designated Person(s)”, unless specifically excluded, in any portion of the Code shall be construed as if it included his/her Immediate Relatives.

4. Definitions

In the Code, the following expressions including their grammatical variations and cognate expressions shall unless repugnant to the context or meaning thereof, have the meaning assigned to them respectively hereunder:

- 4.1** “Act” means the Securities and Exchange Board of India Act, 1992.
- 4.2** “Board of Directors” means the Board of Directors of the Company.
- 4.3** “Code” shall mean Code of Conduct to regulate, monitor and report trading by Designated Person(s) and their Immediate Relative(s).
- 4.4** “Company” means KEI Industries Limited.
- 4.5** “Compliance Officer” means any senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under SEBI (PIT) Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the Codes specified in SEBI (PIT) Regulations under the overall supervision of the Board of Directors of the Company.

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED**

“Explanation – For the purpose of this regulation, “financially literate” shall mean a Person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows etc.”

4.6 “Connected Person” means:

4.6.1 any Person who is or has during the six months prior to the concerned act been associated with the Company, 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 holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such Person, directly or indirectly, access to UPSI or is reasonably expected to allow such access.

4.6.2 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 -

- a) an Immediate Relative of Connected Persons specified in clause 4.6.1 above; or
- b) a Holding Company or Associate Company or Subsidiary Company; or
- c) an Intermediary as specified in section 12 of the Act or an Employee or Director thereof; or
- d) an Investment Company, Trustee Company, Asset Management Company or an Employee or Director thereof; or
- e) an official of a Stock Exchange or of Clearing House or Corporation; or
- f) 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
- g) 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
- h) an Official or an Employee of a self-regulatory organization recognized or authorized by the SEBI; or
- i) a Banker of the Company; or
- j) a Concern, firm, trust, Hindu Undivided Family, Company or Association of Persons wherein a Director of a Company or his Immediate Relative or Banker of the Company, has more than ten per cent of the holding or interest;

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED**

4.7 “Designated Person(s)” shall mean and include:

- a) Promoters and Promoter Group of the Company;
- b) Directors of the Company;
- c) Key Managerial Personnel (KMPs) of the Company;
- d) Employees in the cadre of Vice President and above of the Company Management;
- e) Personal Assistant to Persons mentioned in clause (a) to (d)
- f) Head of Finance of the Company/ Units/ Division;
- g) Employees working in Accounts & Finance department and involved in finalization of financial statements of the Company;
- h) Employees working in Legal & Secretarial department and involved in any support service relating to any price sensitive information of the Company such as corporate announcement, filing, uploading etc.;
- i) Employees working in IT department and having access to server;
- j) Employees working in Corporate Communication department and involve in activities relating to presentation, communication, uploading on the website of the company etc;
- k) Persons (as stated under point (a) to point (h) above of Holding Company (if any), Material Subsidiary Company (ies) (if any).
- l) Such other Persons as may be designated by the Compliance Officer in consultation with the Chairman–cum–Managing Director of the Company from time to time.

4.8 “Director” means a member of the Board of Directors.

4.9 “Employee” means every Employee of the Company including Permanent Employees, Contractual Employees, Retainers, Apprentices, Trainees etc. and the Directors in the employment of the Company.

4.10 “Generally available Information” means information that is accessible to the public on a non-discriminatory basis. *(Information published in newspaper, press release, print media, electronic media, on the website of the Company or stock exchanges i.e. BSE Limited and/or National Stock Exchange of India Limited, would ordinarily be considered generally available.)*

4.11 “Holding Company” means a Company as defined in Section 2(46) of the Companies Act, 2013 or under Regulation 2 of SEBI (LODR) Regulations, as amended from time to time.

4.12 “Immediate Relative” means a spouse of a Person, and includes parent, sibling, and child of such Person or of the spouse, any of whom is either dependent financially on

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED**

such Person, or consults such Person in taking decisions relating to trading in Securities.

4.13 “Insider” means:

- a. A Connected Person;
- b. Any Person who is in possession of or is having access to UPSI.

4.14 “Key Managerial Person” means Person as defined in Section 2(51) of the Companies Act, 2013 or under Regulation 2 of SEBI (LODR) Regulations, as amended from time to time.

4.15 “Need to know basis” means sharing of UPSI shall be strictly as per the “Policy for Determination of Legitimate Purposes for disclosure of *Unpublished Price Sensitive Information*” as provided under the Company’s “*Code of Practices and Procedures for fair disclosure of unpublished price sensitive information*”.

4.16 “Ordinary course of business” includes regular and usual day to day transactions, general customs and practices of a business performed in the Company.

4.17 “Promoter” shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

4.18 “Promoter Group” shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

4.19 “SEBI” means Securities and Exchange Board of India.

4.20 “SEBI (LODR) Regulations” Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

4.21 “SEBI (PIT) Regulations” means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

4.22 “SEBI (SAST) Regulations” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.

4.23 “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.

***CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED***

- 4.24 “Subsidiary Company” or “Subsidiary”**, means a Company as defined in Section 2(87) of the Companies Act, 2013 or under Regulation 2 of SEBI (LODR) Regulations, as amended from time to time.
- 4.25 “Trading”** means and includes subscribing, buying, selling, dealing, pledging or agreeing to subscribe, buy, sell, deal, pledge in any Securities, and “trade” shall be construed accordingly.
- 4.26 “Trading day”** means a day on which the recognized stock exchanges are open for trading.
- 4.27 “Trading Plan”** means a plan, in accordance with Regulation 5 of SEBI (PIT) Regulations, for dealing in Securities of the Company for a period not less than 12 months by the Designated Person(s) and not being a period earlier than 6 months post public disclosure of the plan.
- 4.28 “Trading Window”** means a period during which trading may be carried out in the Company’s Securities.
- 4.29 “Unpublished Price Sensitive Information” or “UPSI”** means any information, relating to a 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: –
- a. financial results;
 - b. dividends;
 - c. change in capital structure;
 - d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transaction;
 - e. changes in key managerial personnel; and
 - f. Such other events/ information as may be determined by the chairman-cum-Managing Director of the Company read with the Policy for determining material events.

All other words and phrases will have the same meaning as defined under the SEBI (PIT) Regulations as amended from time to time. Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules & regulations made there under shall have the meanings respectively assigned to them in those legislations.

***CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED***

5. Administration of the Code by Compliance Officer

- 5.1** The Board of Directors has appointed the Company Secretary of the Company, as the Compliance Officer under the Code, who shall report to the Chairman of the Audit Committee, Managing Director and to Board of Directors.
- 5.2** The Compliance Officer shall be *inter-alia* responsible for compliance with policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, pre-clearing of trades of Designated Person(s), monitoring of trades and implementation of the Code under the overall supervision of the Board of Directors of the company.
- 5.3** The Compliance Officer shall maintain a record of the Designated Person(s).
- 5.4** The Compliance Officer shall assist all the Designated Person(s) in addressing any clarifications regarding SEBI (PIT) Regulations and the Code.
- 5.5** The Compliance Officer may in consultation with the Managing Director and shall as directed by the Board of Directors, specify period for closure of trading window from time to time and immediately make an announcement thereof. In this regard, Compliance Officer is required to ensure that the trading window shall not be re-opened earlier than forty-eight hours from the date of dissemination of UPSI to the public.
- 5.6** The Compliance Officer shall place report in respect of trading in the Securities by Designated Person(s) and such other Employees as the Board of Directors deems fit before the Chairman of the Audit Committee and Board of Directors not less than once in a year.
- 5.7** The Compliance Officer shall obtain requisite declarations from the Designated Person(s) to prevent the acts of Insider trading.

6. Restriction on sharing or communication of UPSI and formulation of Chinese walls

6.1 Restriction on sharing or communication of UPSI

- a)** Designated Person(s), in possession of UPSI shall maintain the confidentiality of all UPSI and shall not disclose or communicate or counsel or procure directly or indirectly the UPSI to or from any Person (except in furtherance of legitimate purposes, performance of his duties or discharge of his legal obligations) until the same is made available to the general public.

***CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED***

- b) For the purpose of this section, the term legitimate purpose shall include sharing of UPSI in the ordinary course of business by a Designated Person(s) with:

- Partners,
- Collaborators,
- Lenders,
- Customers,
- Suppliers,
- Merchant bankers,
- Legal advisors,
- Auditors including Internal Auditors and Secretarial 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 Code and SEBI (PIT) Regulations.

- c) Further any Person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “Insider” and due notice shall be given to such Persons to maintain confidentiality of such UPSI in compliance with the Code and SEBI (PIT) Regulations.
- d) UPSI shall not be disclosed / communicated to any Person within KEI or outside except when the concerned Person reasonably believes that such disclosure is required to enable proper and effective conduct of business and that they will have no information to believe that the information will be misused or improperly disclosed by the recipient. The UPSI shall only be shared as per the process of sharing of information defined by the Company from time to time in its Internal Control Policy.

6.2 Limited access to UPSI and Chinese wall:

- a) To prevent the misuse of UPSI, the Company has adopted following norms for Chinese wall procedures, which separates those departments which routinely have access to UPSI, considered as ‘Inside Areas’ e.g. IT, Accounts & Finance, Legal & Secretarial, MIS from other departments providing support services, considered as ‘Public Areas’:
- i. The Designated Person(s) in the Inside Areas are not allowed to communicate any UPSI to anyone in the Public Areas, except in furtherance

***CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED***

of legitimate purpose as determined under The Code of Practice & Procedure for Fair Disclosure of Unpublished Price Sensitive Information.

- ii. The determination of various departments as Inside Areas will be determined by the Compliance Officer in consultation with the Managing Director.
- iii. All persons who have crossed Chinese Wall should be notified that he would be considered to be a Designated Person under this Code and consequently, required to comply with all applicable provisions of the Code and Regulations, till such information remains UPSI.
- iv. In exceptional circumstances i.e. in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, any Designated Person may be permitted to 'cross the wall' and give UPSI to any person on a 'need to know' basis, under intimation to the Compliance Officer.
- v. Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.
- vi. In case of any transaction(s) involving UPSI, the Managing Director shall identify the Designated Person(s) who shall have access to any inside information relating to such sensitive transaction(s). such designated person shall be subject to comply with the Regulation and this Policy.

7. Trading by Designated Person(s) and their immediate relatives

7.1 Trading restrictions, trading window and window closure

- a) No Designated Person and their immediate relatives shall either directly or indirectly trade in Securities of the Company when in possession of UPSI.
- b) Trading in Securities of the Company shall only be done when the trading window is open and within the pre cleared limit as specified in clause 7.2 below and shall not trade in the Securities of the Company during the period when the trading window is closed.
- c) The trading window shall be closed by the Compliance Officer as may be decided by him/her prior to publication of UPSI. The trading window shall mandatorily be closed from the end of every quarter till 48 hours after declaration of financial

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED**

results or such other period as amended under SEBI (PIT) Regulations, from time to time. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

However, if the circumstances so warrants the time for closing the window may be increased by the Compliance Officer with the approval of Chairman – cum – Managing Director of the Company.

- d) The trading window shall be re-opened not earlier than 48 (forty-eight) hours of UPSI becomes generally available.
- e) It shall be the responsibility of the Designated Persons to advise their Immediate Relatives of Trading Window period closures.
- f) All Designated Person(s) shall conduct all their trading in the Securities of the Company only in a valid trading window and shall not trade in Company's Securities during the periods when trading window is closed, as referred above or during any other period as may be specified by the Company from time to time.
- g) All communication regarding the closing and opening of the trading window will be sent by e-mail to the Designated Employees and will also be notified to the Stock Exchanges and uploaded on the Company's website. However, irrespective of whether such communication is received, the Designated Persons governed by this Code should mandatorily verify whether the trading window is open before undertaking any transactions in respect of the Company's Securities. Non receipt of communication regarding closure of trading window will not justify a transaction done during the period when the trading window was closed.
- h) The trading window restrictions mentioned above shall not apply in respect of:
 - ✓ Exercise of Options under Employee Stock Option Scheme(s). *However, sale of shares allotted on exercise of ESOPs, if any, shall not be allowed when trading is closed.*
 - ✓ Transactions specified in article 7.4(ii)(a) to 7.4(ii)(d) and 7.4(ii)(f) of the Code.
 - ✓ Transactions in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to compliance with the respective regulations made by SEBI;

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED**

- ✓ Transactions which are undertaken in accordance with respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buyback offer, open offer, delisting offer.

- i) There may be instances where a particular transaction is in preliminary stage and may not be disseminated to public at large before finalization of terms and conditions of the transaction. To ensure that no fraudulent dealing in Securities takes place even at this stage, a notional trading window may be created from time to time by the Compliance Officer for Designated Person(s) or class of Designated Person(s) or any Insider who are directly or indirectly involved in the transaction.

“Notional trading window” means a temporary restriction on the trading during the period when the discussions pertaining to certain transactions which may have a material impact on the Company in future if taken finalized, are being made within the Company but formal decision for the same is yet to be taken.

- j) The Compliance Officer shall intimate the closure of trading window and notional trading window to all the concerned Person(s) when he determines that a Designated Person(s) or class of Designated Person(s) or insiders can reasonably be expected to have possession of UPSI.

7.2 Pre-clearance of trades

- a) The Designated Person(s) who intends to trade in the Company’s Securities should obtain pre-clearance from the Compliance Officer or such other official(s) authorized by the Compliance Officer before executing any trade.

The restrictions contained in this clause shall also apply to Immediate Relatives in respect of which the concerned Designated Person shall be responsible for the compliance under this policy.

- b) The pre – clearance procedure shall be as under:
 - i. An application may be made to the Compliance Officer in the prescribed format (refer **Annexure A**).
 - ii. An undertaking (refer **Annexure B**) shall be executed by the Person stating that:

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED**

1. *he/ she does not have access to or has not received Unpublished Price Sensitive Information up to the time of signing the undertaking.*
 2. *that in case he/ she gets access to any information that could be construed as “Unpublished Price Sensitive Information” after signing of this undertaking but before the execution of the transaction and in case of any change in his/ her position, he/ she shall inform the change in position and shall refrain from dealing in the Securities of the Company till the time such information becomes public.*
 3. *He / she has not contravened the Company’s code of conduct to regulate, monitor and report trading by Designated Person(s) and their Immediate Relative(s) as notified by the Company from time to time.*
 4. *In case the traded value, whether in one transaction or series of transaction over any calendar quarter, exceeds Rs. 10 lakh or any such other value as may be specified, disclosures required under the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be furnished by him, within two trading days of such transaction or such other period as prescribed from time to time under SEBI (PIT) Regulation.*
 5. *he/ she has made a full and true disclosure in the matter, to the best of his/ her knowledge and belief.*
- iii.** The Compliance Officer will scrutinize the application within 2 working days of submission and communicate the approval/ refusal (along with reasons therefore) to the applicant. The Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate. The decision of the Compliance Officer in this regard will be final. In the absence of the Compliance Officer, the CFO or Managing Director will decide upon the pre-clearance application.
- iv.** The pre-clearance approval shall be valid only for maximum 7 trading days from the date of communication and shall lapse thereafter. If the transaction is not consummated within 7 trading days from the approval date, the Designated Person (who obtained pre-clearance approval letter) will be required to follow the process of pre clearance again.

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED**

- v. The mode of applying for pre-clearance and its approval there of shall be made only through official email of the Company or through hard copy or any other electronic mode as approved by the Compliance officer.
- vi. The Designated Person after obtaining pre-clearance approval letter from Compliance Officer, shall file the details of transaction(s) in such format as prescribed under **Annexure – C(1)** with the Compliance Officer within 2 (two) trading days of the exercise of the trade. Even in cases where the transaction has not been undertaken, the same should be reported in the format prescribed under **Annexure – C(2)** with the Compliance Officer within 2 (two) trading days from the last date to which he is authorized to execute pre-cleared trade.
- c) In case, the Compliance Officer wants to trade in the Securities of the Company, he/she shall seek the pre clearance from the CFO or Managing Director. All the terms mentioned above will be applicable to such request mutatis mutandis.
- d) The pre-clearance approval as mentioned above shall not apply in respect of:
 - ✓ Exercise of Options under Employee Stock Option Scheme(s). *However, sale of shares allotted on exercise of ESOPs, if any, shall be subject to pre-clearance approval.*

7.3 Contra trading or minimum period of holding of Securities:

- a) The Designated Person(s) who buy or sell any number of Securities of the Company shall not execute an opposite transaction i.e. sell or buy any number of that securities during the next six months following the prior transaction. Hence shall not indulge in contra trading. The Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the SEBI (PIT) Regulations.
- b) Should a contra-trade be executed inadvertently or otherwise, in violation of the aforesaid restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the IPEF administered by it.
- c) In case trading in securities is necessitated by personal emergency, the holding period of six months as specified above may be waived by the Compliance Officer after recording in writing his/her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer through concerned Departmental Head in the prescribed form.

***CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED***

d) The Contra trading restrictions as mentioned above shall not apply in respect of:

- ✓ Trades being done pursuant to a Trading Plan as defined in article 8 of the Code.
- ✓ Transactions which are undertaken in accordance with respective regulations made by the Board such as:
 - Preferential Issue
 - Exercise of Options under an Employee Stock Option Scheme.
 - Sale of Shares acquired pursuant to exercise of options under an Employee Stock Option Scheme.
 - Buy Back Offers.
 - Open Offers.
 - Rights Issue.
 - FPO's.
 - Bonus.
 - Exit offers.

7.4 Trading while in possession of UPSI:

- i.** Trading in Securities shall not be done by Designated Person(s) when in possession of UPSI.
- ii.** Provided that as recognized under the SEBI (PIT) Regulations, Designated Person(s) may prove his/her innocence by demonstrating the circumstances including the following:
 - a.** The transaction is an off – market transfer between Designated Person(s) who were in possession of the same UPSI without being in breach of Regulation 3 of SEBI (PIT) Regulations and both the parties had made a conscious and informed trade decision.

Provided that such UPSI was not obtained under sub-regulation (3) of regulation 3 of SEBI (PIT) Regulations.

Provided further that such off-market trades shall be reported by the Person undertaking such transaction to the Company within two working days. The Company will further notify the particulars of such trade to the Stock Exchanges on which the Securities are listed within two trading days from the receipt of the disclosure or from becoming aware of such information.

***CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED***

- b. The transaction was carried out through the block deal window mechanism between Designated Person(s) who were in possession of the same UPSI without being in breach of Regulation 3 of SEBI (PIT) Regulations and both the parties had made a conscious and informed trade decision.

Provided that such UPSI was not obtained under sub-regulation (3) of regulation 3 of SEBI (PIT) Regulations.

- c. The transaction was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
 - d. The transaction was undertaken pursuant to exercise of Stock Options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
 - e. In case of non-individual Designated Person(s):
 - ✓ The individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
 - ✓ Appropriate and adequate arrangements were in place for such Person(s) to ensure that SEBI (PIT) Regulations are not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
 - f. The trades were pursuant to a Trading Plan as defined in article 8 of this Code.
- iii. The restrictions contained in this clause shall also apply to Immediate Relatives in respect of which the concerned Designated Person shall be responsible for the compliance under this policy.

***CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED***

8. Trading Plans:

8.1 Designated Person(s) shall be entitled to formulate a Trading Plan for dealing in Securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out in accordance with such plan.

8.2 Terms of Trading Plan:

- a. **Commencement:** Any trading as per the Trading Plan shall only be executed on expiry of six months from the date of public disclosure of the said plan. For instance, if any Designated Person(s) submits his/her Trading Plan on May 30 which gets approved and publicly circulated on June 20 then such Designated Person(s) can commence trading under the said plan only upon expiry of six months from June 20 i.e. trading can be initiated with effect from December 21.
 - b. **Prohibited Period under Trading Plan:** Trading, as per the Trading Plan, shall not take place between 20th (twentieth) trading days prior to the last day of any financial period for which the results are required to be announced by the Company and 2 trading days after the disclosure of such financial results. For instance, in respect of financial period ending on March 31, 2019, the prohibited period is March 11, 2019 (to be calculated on 20 trading days prior to the last day of the financial period) till June 1, 2019 (being 2 trading days after the disclosure of such financial results), presuming May 30, 2019 is the date of disclosure of financial results.
 - c. **Tenure of Trading Plan:** Designated Person(s) can give one Trading Plan at a time and the same should not be for less than 12 months, i.e. there cannot be any overlapping of Trading Plans.
 - d. **Disclosures to be made under the Trading Plan:** Any Trading Plan should set out either the value of trades or the number of Securities to be traded, along with specific dates and time intervals.
 - e. **Liability on the Designated Person(s):** Trading on the basis of such a Trading Plan shall not lead to market abuse. If any manipulative activity is detected, it would be open to initiate proceedings for alleged breach of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities market) Regulations, 2003.
- 8.3** The compliance officer shall review the Trading Plan to assess whether the plan would have any potential for violation of SEBI (PIT) Regulations and shall be entitled to seek

***CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED***

such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

- 8.4** The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the Securities outside the scope of the Trading Plan.

Provided that the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation of the plan and shall be deferred until such unpublished price sensitive information becomes generally available information.

- 8.5** Upon approval of the Trading Plan, the compliance officer shall notify the plan to the stock exchanges on which the Securities are listed.
- 8.6** Pre – clearance of trades shall not be required for a trade executed as per an approved Trading Plan.
- 8.7** Trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved Trading Plan.
- 8.8** In case, the Compliance Officer wants to apply for a Trading Plan under this Code, he shall approach the Managing Director. All the terms mentioned above will be applicable to such request mutatis mutandis.

9. Disclosure by Designated Person(s)

9.1 Initial Disclosure

Notwithstanding anything contained elsewhere in any section of the Code, Designated Person shall file following initial disclosure:

- (a)** For the purpose of this article, every Designated Person shall disclose his/her details (along with the details of his/her Immediate Relatives) in the format **(Annexure D1)** within a period of 30 days from the Code coming into effect.
- (b)** For the purpose of this article, any Person on becoming a Designated Person, after the Code is being effected, shall disclose his/her details in the format **(Annexure D3)** within a period of 7 days to the Compliance Officer.

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED**

- (c) For the purpose of clause (a) and (b) along with the specified annexure, other details as mentioned in point 4 and 5 below in the format (**Annexure D2**) shall also be filed.

Note: All information which is required to be collected as prescribed above should be collected till date of service of such Designated Person with the Company. Upon resignation, the Company should maintain the updated address and contact details of such Employees. The company should make efforts to maintain updated address and contact details of such persons for one year after resignation from service. Such data should be preserved by the company for a period of 5 years.

9.2 Continual Disclosures

The disclosures to be made by any Designated Person under this point shall include those relating to trading by such Person's immediate relatives, and by any other Person for whom such Person takes trading decisions.

- (a) Every Designated Person(s) shall disclose 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 transaction over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000/- (**Rupees Ten Lakhs Only**) in the format prescribed (**Annexure E**) or such other format as may be prescribed by SEBI, from time to time.

Note:

- The above disclosures to be made shall include those relating to trading by such Person's Immediate Relatives, and by any other Person for whom such Person takes trading decisions.
- The disclosures of trading in Securities shall also include trading in Derivatives of Securities, if any, and the traded value of the Derivatives shall be taken into account for purposes of this Code.
- The disclosures made under this Code shall be maintained for a period of five years or such other period as may be specified by SEBI from time to time.

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED**

(b) Disclosure by the Company to the Stock Exchange:

The Company shall notify the particulars of such trading to the Stock Exchanges within 2 trading days of receipt of disclosure or from becoming aware of such information or such other time period as specified in SEBI (PIT) Regulations.

(c) The Compliance Officer shall maintain records of all the disclosures/ declarations/ undertakings/ forms as mentioned in this Code, as received from time to time, for a period of five years.

9.3 Designated Person(s) shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following Persons on an annual basis to the Compliance Officer of the Company and as and when the information changes:

- a) Immediate relatives.**
- b) Persons with whom such Designated Person(s) shares a material financial relationship.**
- c) Phone, mobile and cell numbers which are used by them.**

***Explanation:** The term “material financial relationship” shall mean a relationship in which one Person is a recipient of any kind of payment such as by way of a loan or gift from a Designated Person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm’s length transactions.*

9.4 Designated Person(s) shall be required to disclose names of educational institutions from which they have graduated and names of their past employers on a one time basis.

For the purpose of all the above prescribed disclosures, whether initial, continual, or other disclosures of trading in Securities shall also include trading in derivatives of Securities and the traded value of the derivatives shall be taken into account accordingly.

10. Introduction of Individuals on sensitive transactions that may involve or give rise to UPSI

10.1 In case of any transaction in the Company which is of sensitive nature i.e. it may involve UPSI or may give rise to UPSI, then the Designated Person shall first intimate to the Head of Department to which the transaction pertains and the respective head of the Department shall on receipt of intimation or on its own (if Head is himself involved in the transaction):

***CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED***

- Brief the individuals and made them aware about their duties and responsibilities after receiving such sensitive information.
- Brief about the penalties and liabilities that attaches to misuse of such information as provided to such Persons.
- Get a signed Non – Disclosure agreement or such other agreements, from Persons other than Designated Persons, as deem fit by the Head of the Department so as to ensure that no leak of UPSI takes place.
- Take Permanent Account Number or any other identifier authorized by law from such Persons to whom such information is being given.
- Intimate the same to the Compliance Officer with all such requisite details of sharing such information and include the same in digital data base.
- The Compliance Officer may ask for such additional information or do such additional acts as he may deem fit to ensure the Compliance of the Code and SEBI (PIT) Regulations.

11. Penalty for Contravention

- 11.1** Any Person who trades in Securities or communicates any information for trading in Securities in contravention of the Code may be penalized and appropriate action would be taken by the Company.
- 11.2** Every Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her Immediate Relatives).
- 11.3** In case Compliance Officer observes that any Person has violated the Code or SEBI (PIT) Regulations, shall promptly inform the Stock Exchange(s) where the concerned securities are traded in such form and such manner as may be specified by the Board from time to time (**Refer Annexure-F**) and such violation shall be placed before the Board / Audit Committee in the ensuing Meeting(s).
- 11.4** Any Person who violates the Code shall be subject to disciplinary action by the Company, which may include wage/salary freeze, suspension, recover, claw back, ineligibility for future participation in employee stock option plans, etc.
- 11.5** The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- 11.6** Any profit made by any Person shall be liable to be disgorged for remittance to the Company / SEBI for credit to the Investor Protection and Education Fund administered by the “SEBI”. Similarly, any penalty levied on any person and any amount collected

***CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED***

under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the SEBI.

12. Protection against retaliation and victimization

12.1 The Company ensures that if any of its Employee (“Informant”) who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by the SEBI or he or she is eligible for a Reward under SEBI (PIT) Regulations, by reason of:

- a. filing a Voluntary Information Disclosure Form under SEBI (PIT) Regulations;
- b. testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or
- c. breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the SEBI in any manner.

shall be protected against any discharge, termination, demotion, suspension, discrimination, threats, harassment, directly or indirectly.

12.2 For the purpose of this point, “employee” means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under these regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

12.3 Nothing in these points shall prohibit any Informant who believes that he or she has been subject to retaliation or victimization by his or her employer, from approaching the competent court or tribunal for appropriate relief.

12.4 Nothing in these points shall be construed to diminish the rights and privileges of or remedies available to any Informant under any other law in force.

13. Leak or suspected leak of UPSI

- 13.1** The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages any Person who have genuine concerns about leak or Suspected leak of UPSI without fear of punishment or unfair treatment.
- 13.2** The Company in compliance with Regulation 9A(5) and (6) has made the following procedure w.r.t. report and inquiry in case of leak or suspected leak of UPSI.
- 13.3** In case any whistle blower reports leak or suspected leak of UPSI, then the procedure as prescribed under the Whistle-Blower policy of the Company shall be followed. In addition, the following procedure will be adopted
- 13.3.1** The Compliance Officer shall be responsible to investigate the matter related to leak or suspected leak of UPSI under the supervision of the Audit Committee.
 - 13.3.2** The Investigators shall have right to call for and examine any information/document of the Company, as may be deemed necessary for the purpose of conducting inquiry/investigation under this policy and can extend the scope of investigation to Fiduciaries and intermediaries, who were also involved in the matter involving UPSI.
 - 13.3.3** The Fiduciaries and intermediaries involved in the matter shall provide full cooperation during the course of the investigation.
 - 13.3.4** The investigation shall be completed normally within 90 days of the receipt of the mandate, which can be extended by the Audit Committee for such period as it deems fit.
 - 13.3.5** The Compliance Officer shall submit a written report of the findings to the Chairman of the Audit Committee.
 - 13.3.6** Where the results of the inquiry/ investigation highlights wrong doing on the part of the any employee or fiduciaries and intermediaries, then the Audit Committee shall recommend suitable punitive action as provided under Article 11, to the Board of Directors.
 - 13.3.7** The Company on becoming aware of the matter related to leak or suspected leak of UPSI shall immediately report the same to SEBI. Further the result of investigation conducted into the said matter shall also be promptly disclosed to SEBI.

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED**

Annexure-A

APPLICATION FOR PRE-CLEARANCE OF TRADE

(For use by Designated Employees and their immediate relatives in case of trading in the securities of Company above minimum limit prescribed under the Code)

To
The Compliance Officer
KEI Industries Limited
New Delhi

Dear Sir,

I _____, S/o _____ R/o _____, desirous of trading in the below-mentioned securities of the Company to deal in my name or on behalf of my relatives (write name of relative and relationship):

Type of Security	No. of Securities	Market Price (if decided)*	Mode of acquisition Purchase/ Sale - physical/ Demat/ other	Date by which trade is proposed to be executed	Folio No./ DP ID /Client ID alongwith the name of depository	Present Holding (No. of Shares held in i) Physical and ii) Demat)

** In case of proposed transaction is at the market price on stock exchange. Please mention "As per prevailing market price at stock exchange"*

You are requested to pre-clear the above transaction.

Further, I hereby enclose the form of undertaking signed by me.

Thanking you,

Signature:

Name:

Place:

Date:

***CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED***

Annexure-B

UNDERTAKING

**To
The Compliance Officer
KEI Industries Limited
New Delhi**

Dear Sir,

I, _____ S/o _____, R/o _____, presently holding _____ equity shares in the Company, hereby declare that I am a Promoter / Director / KMP / Designated Employee (state designation) of KEI Industries Limited.

I undertake that:

- a) I have no access to nor am I in possession of any unpublished price sensitive information at the time of signing this undertaking.
- b) In the event, I get access to any information that could be construed as “Price Sensitive Information” after signing of this undertaking but before the execution of the transaction and in case of any change in my position, I shall inform you the change in position and shall refrain from dealing in the securities of the Company till the time such information becomes public.
- c) I have not contravened the Company’s code of conduct for prevention of insider trading as notified by the Company from time to time.
- d) In case the traded value exceeds Rs. 10 lakh or any such other value as may be specified, disclosures required under the Code of Conduct will be immediately furnished by me.
- e) I have made a full and true disclosure in the matter, to the best of my knowledge and belief.

Signature:

Name:

Place:

Date:

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED**

Annexure-C (1)

DISCLOSURE OF PRE-CLEARED TRANSACTIONS

**To
The Compliance Officer
KEI Industries Limited
New Delhi**

Sub: Details of Pre-Cleared Transaction(s) done by me

Ref: Your Pre-Clearance Approval Letter No. _____ dated _____

Dear Sir,

This has reference to the captioned matter and Pre-Clearance Approval Letter granted by you. I wish to inform you that I have done the following transactions as per details given below:

As per Pre-Clearance Approval Letter			Details of transaction made			
Nature of Transaction (Buy/ Sell)	Nature of Securities	No. of Securities	Nature of Transaction (Buy/ Sell)	Nature of Securities	No. of Securities	Transaction Value (Rs.)

In this connection, I undertake to preserve the relevant documents relating to the aforesaid transaction, for a minimum period of five years and produce to the Compliance Officer/ SEBI (if required).

I declare that the above information is correct and no provision(s) of the Company's Code of Conduct for prevention of Insider Trading and/or applicable laws have been contravened in relation to conduct or completion of the above transaction(s).

Please contact me on _____ (Contact details) in case you need further information/clarifications.

Yours truly,

Signature:

Name:

Address:

Place:

Date:

Annexure-C (2)

**INTIMATION FOR NOT DECIDING TO EXECUTE/ NOT EXECUTE THE PRE-
CLEARED TRANSACTION**

**To
The Compliance Officer
KEI Industries Limited
New Delhi**

Sub: Details of not executed pre-cleared transaction

Ref: Your Pre-Clearance Approval Letter No. _____ dated _____

Dear Sir,

This has with reference to the captioned subject and Pre-Clearance Approval Letter granted by you. I wish to inform that due to _____ (mention reason), I shall not/ did not carry the pre-cleared transaction in the securities of the Company.

Please contact me on _____ (Contact details) in case you need further information/clarifications.

Yours truly,

Signature:

Name:

Address:

Place:

Date:

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S)
AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED**

Annexure-D (1)

FORM A

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6(2) - Initial Disclosure to the Company]**

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)					Details of Open Interest (OI) in derivatives of the Company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)					
Name PAN, CIN/ DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/im mediate relative to/others etc.)	Securities held as on the date of regulation coming into force		% of Shar ehol ding	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, Converti ble Debentur es etc.)	No.		Contract Specifica tions	Numb er of units (contr acts * lot size)	Notio nal value in Rupe e terms	Contract Specifica tions	Numb er of units (contr acts * lot size)	Notio nal value in Rupe e terms
1	2	3	4	5	6	7	8	9	10	11

Name & Signature
Designation

Place: New Delhi
Date:

Annexure D2

DISCLOSURE BY DESIGNATED PERSONS	
A. Details of Designated Person	
Name	
Address	
PAN	
Designation	
Department	
Employee Code	
B. Details of Education Institutions of Designated Person	
1. Graduation	
(A)	
Name of College/Institution:	
University	
Year of Completion	
(B)	
Name of College/Institution:	
University	
Year of Completion	
2. Post-Graduation	
Name of College/Institution:	
University	
Year of Completion	

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S) AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED

3. Any other Qualification	
Name of College/Institution:	
University	
Year of Completion	
C. Details of Past Employers of Designated Person	
1.	
Name of Employer:	
Address:	
Year of Service:	
2.	
Name of Employer:	-
Address:	
Year of Service:	
3.	
Name of Employer:	-
Address:	
Year of Service:	
4.	
Name of Employer:	-
Address:	
Year of Service:	

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S) AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED

D. Details of persons with whom material financial transaction is entered by Designated Person		
Disclosure Condition Check as applicable (√)/(X):	If yes, provide following details (No need to provide details if the transaction is on arm length basis)	
<p>Whether you have entered a material financial transactions (in nature of loan, gift, capital contribution etc.) with any person which involves either:</p> <p>➤ Receipt by you of amount exceeding 25% of Payer's Annual Income</p> <p>➤ Payment of amount by you exceeding 25% of your Annual Income</p> <p><input type="checkbox"/> Yes</p> <p><input type="checkbox"/> No</p>	Name	
	PAN	
	Landline Number	
	Mobile Number (1)	
	Mobile Number (2)	
	Name	
	PAN	
	Landline Number	
	Mobile Number (1)	
	Mobile Number (2)	
	Name	
	PAN	
	Landline Number	
	Mobile Number (1)	
Mobile Number (2)		
E. Details of Immediate Relatives		
Disclosure Condition Check as applicable (√)/(X):	Provide following details if any of the condition is ticked(√)	

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S) AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED

Spouse <i>(mandatory)</i>	Name	
	PAN	
	Landline Number	
	Mobile Number (1)	
	Mobile Number (2)	
Mother		
<input type="checkbox"/> Financially dependent	Name	
<input type="checkbox"/> Consults you in taking trading decision	PAN	
	Landline Number	
	Mobile Number (1)	
	Mobile Number (2)	
Father		
<input type="checkbox"/> Financially dependent	Name	
<input type="checkbox"/> Consults you in taking trading decision	PAN	
	Landline Number	
	Mobile Number (1)	
	Mobile Number (2)	
Brother		
<input type="checkbox"/> Financially dependent	Name	
<input type="checkbox"/> Consults you in taking trading decision	PAN	
	Landline Number	
	Mobile Number (1)	
	Mobile Number (2)	
Sister		
<input type="checkbox"/> Financially dependent	Name	
<input type="checkbox"/> Consults you in taking trading decision	PAN	

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S) AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED

	Landline Number	
	Mobile Number (1)	
	Mobile Number (2)	
Children (including step child)		
<input type="checkbox"/> Financially dependent	Name	
<input type="checkbox"/> Consults you in taking trading decision	PAN	
	Landline Number	
	Mobile Number (1)	
	Mobile Number (2)	
	Name	
	PAN	
	Landline Number	
	Mobile Number (1)	
	Mobile Number (2)	
	Name	
	PAN	
	Landline Number	
	Mobile Number (1)	
	Mobile Number (2)	

I hereby declare that the above details are true, correct and complete in all respects as on date of signing this disclosure. Name & Signature:

Designation:

Employee Code:

Place:

Date:

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S) AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED

Annexure- D (3)

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the company _____

ISIN of the company _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).					Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).						
Name, PAN, CIN/DIN & Addresses with contact nos	Category of Person (KMP / Director or Promoter or member of the promoter group/)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Share holding	Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.		Contract specifications	Number of units (contracts* lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7	8	9	10	11	12

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

(ii) In case of Options, notional value shall be calculated based on premium plus strike price of options.

Signature:

Designation:

Date:

Place:

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S) AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED

Annexure- E

FORM C
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6 (2)-Continual Disclosure]

Name of the Company _____
 ISIN of the Company _____

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/member of the Promoter Group / designated person /)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed	Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No.	Value *	Transaction Type (Purchase/ Sale/ Pledge / Revocation / Invocation / Others - please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	From	To				Type of contract	Contract specifications	Buy		Sell		
																	Notional Value	Number of units (contracts*lot size)	Notional Value	Number of units (contracts*lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22
															NA						

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
 (ii) Value of transaction excludes taxes/brokerage/any other charges
 (iii) In case of Options, notional value shall be calculated based on Premium plus strike price of options

Signature:
Director:
Add:
Date:
Place: New Delhi

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S) AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED

Annexure F

Report by (Name of the listed company/ Intermediary/Fiduciary) for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015.

Sr. No.	Particulars	Details
1	Name of the listed company/ Intermediary/Fiduciary	
2	Please tick appropriate checkbox Reporting in capacity of : <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary	
3	A. Details of Designated Person (DP)	
	i. Name of the DP	
	ii. PAN of the DP	
	iii. Designation of DP	
	iv. Functional Role of DP	
	v. Whether DP is Promoter or belongs to Promoter Group	
	B. If Reporting is for immediate relative of DP	
	i. Name of the immediate relative of DP	
	ii. PAN of the immediate relative of DP	
	C. Details of transaction(s)	
	i. Name of the scrip	
	ii. No of shares traded and value (Rs.) (Date- wise)	
	D. In case value of trade(s) is more than Rs.10 lacs in a calendar quarter	
	i. Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under regulation 7 of SEBI (PIT) Regulations, 2015	
	ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015	

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON(S) AND THEIR IMMEDIATE RELATIVE(S): KEI INDUSTRIES LIMITED

4	Details of violations observed under Code of Conduct	
5	Action taken by Listed company/ Intermediary/ Fiduciary	
6	Reasons recorded in writing for taking action stated above	
7	Details of the previous instances of violations, if any, since last financial year	
8	If any amount collected for Code of Conduct violation(s)	
	i. Mode of transfer to SEBI - IPEF (Online/Demand Draft)	
	ii. Details of transfer/payment	
	In case of Online:	
	Particulars	Details
	Name of the transferor	
	Bank Name, branch and Account number	
	UTR/Transaction reference Number	
	Transaction date	
	Transaction Amount (in Rs.)	
	In case of Demand Draft (DD):	
	Particulars	Details
	Bank Name and branch	
	DD Number	
	DD date	
	DD amount (in Rs.)	
9	Any other relevant information	
<p style="text-align: center;">Yours faithfully,</p> <p>Date and Place Name and Signature of Compliance Officer</p> <p style="margin-left: 150px;">PAN:</p> <p style="margin-left: 150px;">Email ID:</p>		