

KAYCEE INDUSTRIES LIMITED

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CODE ON PROHIBITION OF INSIDER TRADING

*Pursuant to Securities Exchange Board of India, (Prohibition of Insider Trading) Regulations,
2015*

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CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

(Pursuant to Securities Exchange Board of India, (Prohibition of Insider Trading) Regulations, 2015)

Adopted by the Board of Directors on October 28, 2020 and accordingly, the Company's Policy on Prohibition on Insider Trading under SEBI (Prohibition of Insider Trading) Regulation 1992, stands repealed wholly.

OBJECTIVE OF THE CODE

This Code of Conduct on Prohibition of Insider Trading has been adopted by Kaycee Industries Limited (hereinafter referred to as the "Company") to ensure compliance of legal requirements. Securities and Exchange Board of India [SEBI] on January 15, 2015 issued SEBI (Prohibition of Insider Trading) Regulations, 2015 and has further amended the said Regulations vide notifications. In view of the foregoing, the Company has formulated this Code as a part of Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting by Designated Persons and their Immediate Relatives.

This Code of Conduct ("Code") is intended to prevent misuse of Unpublished Price Sensitive Information ("UPSI") by Insiders and Connected Persons.

SCOPE

The scope of this Code of Conduct applies to Unpublished Price-sensitive Information pertaining to the Company.

BASIC PRINCIPLES

The duties under relevant laws, in particular the transparency obligations, are intended to prevent any information advantage for individual market participants and are thereby expected to ensure at all times the best possible transparency and the development of prices of the Company's financial instruments or securities traded on the stock exchange. Thus, both the capital markets as institutions as well as the individual investors are protected in terms of their investment decisions.

DEFINITIONS

- a) **"Act"** means the Securities and Exchange Board of India Act, 1992.
- b) **"Board"** means the Board of Directors of the Company.
- c) **"Company"** means Kaycee Industries Limited.

- d) **“Compliance Officer”** means the Company Secretary of the Company, 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 implementation of the code under overall the overall supervision of the Board.
- e) **“Connected Person”** means,-
- i. any person who is or has during the 6 months prior to the concerned Act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with the officer/ Employees 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/herself 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.
 - ii. In addition to the above, the following category of persons shall be deemed to be Connected Persons unless the contrary is established:
 - a. an Immediate Relative of Connected Persons specified in clause (i); 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 or an employee, of a public financial institution as defined in section 2 (72) of the Act; or
 - h. an official or an employee of a self-regulatory organization recognized or authorized by the board; 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 10% of the holding or interest.
- f) **“Contra Trade”** means a trade or transaction which involves buying or selling any number of shares of the Company and within 6 months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.
- g) **“Designated Person”** The term “Designated Person” shall consist of:
- i. Promoters of the Company;
 - ii. Directors of the Company and its subsidiaries;

- iii. All employees in the Finance and Accounts Department, Corporate Planning Department, Legal Department, Enterprise Risk Management Department, Corporate Strategy, Information Security and any other departments of the company and its material subsidiaries, if any on the basis of their functional role or access to unpublished price sensitive information;
- iv. Chief Executive Officer and employees up to two levels below Chief Executive Officer of the Company and material subsidiaries;
- v. Executive Secretaries of Directors and Executive Officers of the Company, any support staff of the company, such as IT staff or secretarial staff who have access to unpublished price sensitive information;
- vi. Immediate Relatives of persons specified in (I) to (V) above;
- vii. Any other Person designated by the Company on the basis of their functional role and such function would provide access to UPSI;

h) **“Derivative”** includes-

- i. a security derived from a debt instrument, share, loan, whether secured or unsecured, risk instrument or contract for differences or any other form of security;
 - ii. a contract which derives its value from the prices, or index of prices, of underlying securities.
- i) **“Director”** means and includes every Director on the Board of the Company.
- j) **“Employee”** means every Employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- k) **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis. Information published on the website of a stock exchange, would ordinarily be considered generally available.

l) **“Immediate Relative”** means:

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 such person, or consults such person in taking decisions relating to Trading in securities.

m) **“Insider”** means any person who is:

- i. a Connected Person; or
- ii. in possession of or having access to UPSI.

- iii. any person in receipt of UPSI pursuant to legitimate purpose.
- n) **"Key Managerial Personnel"** shall include the following personnel:
 - Managing Director, Manager or Chief Executive Officer;
 - Company Secretary
 - Whole-time Director; and
 - Chief Financial Officer.
- o) **"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.
- p) **"Promoter"** means a person defined as a Promoter under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- q) **"Promoter group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- r) **"Securities Exchange Board of India"** means the regulatory body for the investment market in India, constituted under the resolution of the Government of India in the Department of Economic Affairs.
- s) **"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.
- t) **"Specified"** means specified by SEBI in writing.
- u) **"Stock Exchanges"** shall include BSE Limited (BSE) where the Securities of the Company are currently listed.
- v) **"Takeover Regulations"** means the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- w) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, pledge, unpledged, deal in any securities either directly or through portfolio management service and "trade" shall be construed accordingly.
- x) **"Trading Day"** means a day on which the recognized stock exchanges are open for Trading.

- y) **“Trading Plan”** shall mean a plan for trades to be executed in the future by persons who have perpetual access to the UPSI.
- z) **“Trading Window”** shall mean the window available for Trading in the securities of the Company.
- aa) **"Unpublished Price Sensitive Information"** means any information, relating to the 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 include but not restricted to, information relating to the following: –
- i. Financial results;
 - ii. Dividends;
 - iii. Change in capital structure;
 - iv. Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
 - v. Changes in Key Managerial Personnel.
 - vi. Known but unannounced future earnings or losses;
 - vii. Significant corporate events, such as a pending or proposed acquisition or joint venture;
 - viii. Plans to launch new products or product defects that have a significant impact;
 - ix. Significant developments involving business relationships with customers, suppliers or other business partners;
 - x. Changes in auditors as per statutory requirement or otherwise or auditor notification that the issuer may no longer rely on an audit report;
 - xi. Events regarding the Company's securities (such as repurchase plans, stock splits or changes in dividends, changes to the rights of security holders, public or private sales of additional securities or information related to any additional funding);
 - xii. Bankruptcies, receiverships or financial liquidity problems;
 - xiii. Positive or negative developments in outstanding litigation, investigations or regulatory matters with significant impact on financial results; or
 - xiv. Any changes to the Company's Board of Directors or the Company's key managerial personnel and key agreements with them;
 - xv. Any significant changes to the Company's capital structure.

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY ITS DESIGNATED PERSONS AND IMMEDIATE RELATIVES OF DESIGNATED PERSON**PROHIBITION OF INSIDER TRADING OR DEALING****3.1 Elements of Prohibition:**

Insider trading or trading in the securities is prohibited by law for all employees, directors and all persons worldwide having access to UPSI of the Company whether directly or indirectly. This prohibition includes Communicating / disclosing, procuring, trading, and the giving of recommendations.

3.1.1 Prohibition on Communication / disclosing: No Insider shall communicate/disclose or allow access to UPSI/ Insider information to any persons.

3.1.2 Prohibition on Procurement: No person shall procure UPSI/ Inside information from any Insider.

The above (A) & (B) shall be allowed for the furtherance of legitimate purposes, performance of duties or discharge of legal obligations pursuant to adequate notice of confidentiality is given.

3.1.3 Prohibition on Trading: No insider shall trade in securities of the Company when in possession of UPSI. Trading is prohibited from own's account or from the account or on behalf of a third party. He is also not allowed to trade/ advise tips/recommend on securities of other public companies on the basis of the UPSI gained by him during the course of employment with the Company.

3.1.4 Prohibition on Recommendation: No insider shall recommend/ provide advice/ tips to any third party on trading in Company's securities while in possession of UPSI.

An Insider who ceased to be associated with Company shall not trade in the Company's Securities for six months from the date of cessation.

4 COMPLIANCE OFFICER

4.1 The Compliance Officer shall report to the board of directors of the Company and shall provide reports to the Chairman of the Audit Committee at such frequency as may be stipulated by the board of directors of the Company, but not less than once in a year.

4.2 The Compliance Officer shall be responsible for administering the code and assist all the persons in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's code of conduct.

5 HANDLING OF UNPUBLISHED INFORMATION (UPSI)

- 5.1 Insider shall maintain the confidentiality of all Unpublished Price-sensitive Information.
- 5.2 UPSI to be handled on Need to know basis means that UPSI must be disclosed only to those within or outside the Company who need the information to discharge their duty.
- 5.3 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word etc.
- 5.4 **Chinese Wall** : To prevent the misuse of UPSI, the Company has adopted a “Chinese Wall’ policy which separates those departments which routinely have access to UPSI, considered —inside areas from those departments which deal with sale/marketing or other departments providing support services, considered public areas. Only in exceptional circumstances, Employees from the public areas are brought over the wall and given UPSI on the basis of —need to know with the approval of the Chief Financial Officer/ MD/CEO.

6 TRADING WINDOW

- 6.1 Designated persons and their immediate relatives shall not trade in securities when the trading window is closed. Trading restriction period shall be applicable from the end of every quarter till 48 hours after the declaration of financial results.
- 6.2 The trading window shall be closed on account of various factors including UPSI/when the compliance officer determines that a designated person or class of designated persons or their immediate relative can reasonably be expected to have possession of UPSI.
- 6.3. The time for commencement of trading window shall be determined by Compliance officer in consultation with Managing Director. Notification in respect of the same shall be sent to designated persons. The trading window shall, inter-alia, be closed till 48 (forty-eight) hours after the information becomes generally available.
- 6.4 Trading window restriction mentioned in clause (6.1) above shall not apply in case of
 - a. Transaction is Off Market Inter - se transfer between insiders who were in possession of UPSI; Carried through block deal mechanism between persons who were in possession of UPSI. It shall be subject to pre-clearance by Compliance officer.
 - b. Transaction carried pursuant to statutory or Regulatory obligations or pursuant to exercise of stock options in respect of which exercise price is pre-determined or is as per trading plan;
 - c. Transaction is in respect of pledge of shares for a bonafide purpose such as raising funds.
 - d. Transactions undertaken in accordance with Regulations made by SEBI i.e preferential offer, buyback, Open offer etc.

7 TRADING PLAN:

- 7.1.1 An insider shall be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- 7.1.2 Trading shall be commenced only after six months from the public disclosure of the Trading Plan.
- 7.1.3 The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of the Regulation.
- 7.1.4 The Compliance Officer shall have the right to seek express undertakings to enable assessment of the Trading Plan and approve the same.
- 7.1.5 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily implement without any deviation.
- 7.1.6 The Securities outside the scope of Trading Plan shall not be dealt with by the Insiders.
- 7.1.7 The implementation of the Trading Plan shall not be commenced if any UPSI in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation. In such event, the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes Generally Available Information.
- 7.1.8 The Trading Plan shall not overlap any period for which another trading plan is already in execution.
- 7.1.9 The Trading Plan shall state the following:
 - Value of trade / number of securities;
 - Nature of trade;
 - Intervals / dates of effecting such trades
- 7.1.10 The Trading Plan shall not entail trading in Securities for market abuse.

7.2 Disclosure of Trading Plan:

Upon approval of the Trading Plan, the Compliance Officer shall notify the Trading Plan to the Stock Exchanges.

8 PRE- CLEARANCE OF TRADE:

- 8.1.1 All Designated Persons shall when the Trading Window is open, trade only subject to pre- clearance by the Compliance Officer, by sending the request for approval in Form No. I. (Annexure: 2) along with undertaking as per Annexure 3. No Designated Person shall apply for pre-clearance of any proposed trade if such Designated Person is in possession of UPSI even if the Trading Window is not closed.
- 8.1.2 The Trading Window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.
- 8.1.3 The Compliance Officer shall have the authority to ask for further information, if deemed necessary and it shall be obligatory for the Designated Person to immediately furnish the information sought for by the Compliance Officer.
- 8.1.4 Prior to approving any trade, the Compliance Officer shall be entitled to seek declaration to the effect that the applicant for pre-clearance is not in possession of any UPSI. He/she shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- 8.1.5 The trades that have been pre-cleared shall be executed in not more than seven Trading Days by the Designated Person, failing which fresh pre-clearance would be needed for the trades to be executed.
- 8.1.6 Designated Persons who have obtained the pre- clearance are required to submit a report of the transactions done (including a NIL report, if no transaction is done) within seven days from the expiry of the specified time period to Compliance Officer.

8.2 Contra Trade:

- 8.2.1 All Designated Persons who buy or sell Securities of the Company shall not enter into an opposite transaction (contra trade) i.e. sell or buy Securities during the six months period post the previous buy/sell.
- 8.2.2 The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing, provided that such relaxation does not violate the Regulation.
- 8.2.3 If an opposite transaction (contra trade) is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

8.2.4 Not applicable for trades pursuant to exercise of stock options.

9 TRADING OF SECURITIES OF THE COMPANY

9.1 Trading while in possession of UPSI:

9.1.1 No Insider shall trade in securities of the Company when in possession of UPSI, provided that the Insider may prove his/her innocence by demonstrating the circumstances including the following:

- The transaction is an off-market inter-se transfer between Promoters who were in possession of the same UPSI without being in breach of restrictions imposed on communication and Trading by Insiders and both parties had made a conscious and informed trade decision.
- In case of non- individual Insiders :
 - a. 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
 - b. Appropriate and adequate arrangements were in place to ensure that the Regulation is 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.
- The trades were pursuant to a Trading Plan set up in accordance with the Regulation/Code.

9.1.2 In the case of Connected Persons the onus of establishing, that they were not in possession of UPSI, shall be on such Connected Persons and in other cases, the onus would be on SEBI.

9.1.3 SEBI may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of the Regulation.

10 DISCLOSURES OF TRADING BY INSIDERS

10.1 General provisions:

All the Designated Persons of the Company shall be required to forward following details of their securities transactions including the statement of Immediate Relatives to the Compliance Officer.

- 10.1.1 All holdings in securities of the Company by Designated Persons and their Immediate Relatives at the time of joining the Company;
- 10.1.2 Periodic statement of any transactions in securities (the periodicity of reporting may be defined by the Company). The Company may also be free to decide whether reporting is required for trades where pre-clearance is also required; and
- 10.1.3 Reporting of trades executed pursuant to pre-clearance and reasons for trades not executed order after obtaining pre-clearance in Annexure 4;
- 10.1.4 Annual statement of holdings in securities in Annexure 5.
- 10.1.5 Every public disclosure under this Clause shall be made in such form as may be specified by SEBI from time to time.
- 10.1.6 The disclosures to be made by any person shall include those relating to Trading by such person, Immediate Relatives, and by any other person for whom such person takes Trading decisions.
- 10.1.7 The 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 for the purposes of arriving at the value of trade, subject to trading of such Derivatives is permitted by any law for the time being in force.

10.2 Disclosure by certain persons:

- 10.2.1 Every Promoter, Member of the Promoter Group, Key Managerial Personnel, and Director of the Company shall disclose his/her holding of Securities of the Company to the Company in Form A (Annexure :6)
- 10.2.2 Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of the promoter group shall disclose his/her holding of Securities of the Company as on the date of appointment or becoming a Promoter, to the Company within 7 days of such appointment or becoming a Promoter, in Form B (Annexure :7)

10.2.3 Company, at its discretion shall require any other Connected Person or class of Connected Persons to make disclosures of holdings and Trading in Securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations. Form D (Annexure :9)

10.3 Continual Disclosure:

10.3.1 Every Promoter, Member of Promoter Group, Designated person, Employee and Director of the Company shall disclose to the Company in Form C (Annexure :8), when

- 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 transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000 or such other value as may be specified.

10.4 Disclosure by the Company:

Company shall notify the particulars of such Trading (mentioned in Clause 10.3 above) to the Stock Exchanges within two Trading Days of receipt of the disclosure or from becoming aware of such information.

11 PENALTY FOR CONTRAVENTION OF THE CODE

11.1 Any Employee who trades in Securities or communicates any information for Trading in Securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

11.2 Employees of the Company who violate this Code shall also be subject to disciplinary action by the Company, which may include monetary fine, wage freeze, suspension, recovery, clawback, ineligibility for future participation in ESOP, etc. at the sole discretion of the Company.

11.3 The penalty provisions for violation or non-compliance of the Code are given in Annexure 1. The action taken by the Company in terms of the penalty provisions shall not preclude SEBI from taking any action in case of violation of the Regulation.

12 INFORMATION TO SEBI IN CASE OF VIOLATION AND CONSEQUENCES OF DEFAULT UNDER SEBI REGULATIONS

12.1 In case it is observed by the Compliance Officer that there has been a violation of this Code by any person, then the violation shall be informed by the Compliance Officer to the Board promptly.

- 12.2 Under Section 15G of the SEBI Act, 1992, any Insider who indulges in Insider Trading in contravention of regulation 3 of the Regulation, is liable to a penalty of up to Rs.25Crore or three times the amount of profits made out of Insider Trading whichever is higher (or such amount as may be amended from time to time by SEBI) that may be imposed by SEBI.

13 REPORTING

The Compliance Officer will submit a report to the Chairman of Audit Committee, instances of violation of the Code or the Regulation by any person and on the disclosures, Trading Plans and pre- clearances approved and rejected on the basis of information furnished at a frequency as may be stipulated by the Board.

14 AMENDMENT

The Board of the Company reserves its right to amend or modify this Code in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the concerned unless the same is notified in writing.

15 CONCLUSION

All Designated Persons are advised to familiarize themselves with the SEBI Regulations and comply with the same, as well as with this Code; both in letter and in spirit. Designated Persons are also advised to ensure compliance by their Immediate Relatives.

For any assistance or clarifications, kindly contact the Compliance Officer of the Company at harshal_patil@kayceeindustries.com or at the following address
Compliance Officer, Kaycee Industries Limited, Old Kamani Chambers, 32-Ramjibhai Kamani Marg, Ballard Estate, Mumbai-400001, India.

Date: _____

Annexure -1

PENALTY FOR CONTRAVENTION OF CODE OF INTERNAL PROCEDURES & CONDUCT FOR PREVENTION OF INSIDER TRADING OF THE COMPANY

The Code requires Designated Persons and their Immediate Relatives to seek prior approval for any transaction in the Securities of the Company, report such transaction(s) and submit certain periodic reports and documentation. The Code also prohibits any transaction in Securities during Non-Trading Period. It is strongly recommended that the employees go through and strictly adhere to the Code and the SEBI (Prohibition of Insider Trading) Regulations.

The Code inter-alia requires:

1. Obtaining pre-clearance for certain transactions.
2. Reporting / declaring transactions in Securities of the Company within a stipulated time period.
3. Prohibition on trading in securities during Non-Trading Period

Penal provisions

In terms of the Code, the Company will take appropriate disciplinary action against the defaulters for not complying with the Code. Please note that the following action shall be taken for any non-compliance with the code in addition to the actions that may be taken by SEBI or other authorities.

1.	Not obtaining pre-clearance for trading (buying/selling) in the Securities* First instance: Warning Second instance: A fine of upto 1% of the gross value of the transaction Third instance: A fine of upto 5% of the gross value of the transaction Fourth instance: Action as may be decided by the Board of Directors (* this includes trading in Securities above the approved limits)
2.	Delay in reporting / declaring transactions (buy/sell) in the Securities within the stipulated time (including a 'nil' report): First instance: Warning Second instance: A fine of Rs. 1,000/- per day of default upto the first 10 days of default Third instance: A fine of Rs. 2,000/- per day of default upto the first 10 days of default Fourth instance: Action as may be decided by the Board of Directors Note: The amount of fine payable for any delay under this category beyond the first 10 days of default would be decided by the Board of Directors.

3.	Trading during non-trading period (when the trading window is closed) First instance: Warning Second instance: A fine of 5% of the gross value of transaction Third instance: A fine of 10% of the gross value of transaction Fourth instance: Action as may be decided by the Board of Directors
4.	Any other non-compliance with the Code: Appropriate action as may be decided by Board of Directors.

The fine is payable to the Company and the modalities for paying the fine would be separately communicated by the Compliance Officer to the concerned person.

In case of any doubt or dispute with regard to the interpretation or applicability or otherwise of the provisions of the Code or related provisions, the decision of the Board of Directors shall be final.

In case the Board of Directors is required to review any transaction or impose penalties on one of its own members, the concerned member would excuse himself from the Board on that matter and not participate.

The above process shall come into force from immediate effect.

ANNEXURE 2

Form -1

APPLICATION FOR PRE-CLEARANCE OF TRADES

Date:

To,
The Compliance Officer,
Kaycee Industries Limited.

ISIN:

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase/sell/subscribe Equity shares of the Company as per details given below:

Sr. No.	Particulars	Details
1	Name of the applicant	
2	Designation	
2A	Relationship with the Applicant (Self/Immediate Relative)	
3	Number of securities held as on date	
4	Folio No. / DP ID / Client ID No.	
5	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Pledge
6	Proposed date of trading in securities	
7	Estimated number of securities Proposed to be purchased/subscribed/sold/pledge	
8	Current market price (as on date of application)	
9	Whether the proposed transaction will be through stock exchange or off-market trade	
10	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking signed by me.

Signature:

Name:

Date:

ANNEXURE 3**UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE - CLEARANCE**

To,
The Compliance Officer,
Kaycee Industries Limited.

I, _____ being a designated person of the company as per the Rules for Trading in the securities of Kaycee Industries Limited residing at, _____, am _____ desirous of trading in _____ shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of any unpublished price sensitive information up to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished price sensitive information after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Rules as notified by the Company from time to time.

In the event of this transaction being in violation of the Rules or the applicable laws,

(a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons,

(b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and

(c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh.

I declare that I have made full and true disclosure in the matter.

Signature:

Name:

Date:

ANNEXURE 4
DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,
The Compliance Officer,
Kaycee Industries Limited.

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to securities as mentioned below on (date). (strike out whichever is not applicable).

Name of holder	No. of securities Traded	Bought / sold / Subscribed	DP ID/Client ID/Folio No.	Price (Rs.)

I declare that the above information is correct and that no provisions of the Company's Rules and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (Five) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract
2. Note
3. Proof of payment to/from brokers
4. Extract of bank passbook/statement (to be submitted in case of demat transactions).
5. Copy of Delivery instruction slip (applicable in case of sale transaction)

I declare that the above information is correct and that no provisions of the Company's Insider Trading Code and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

Yours truly,

Name:

Emp. No.

Dept/ Div.

*Strike Out whichever is not applicable

Signature :

Name:

Date :

ANNEXURE 5**Status of Shareholding in Kaycee Industries Limited & Change therein during the year
[Annual Statement]**

Pursuant to SEBI (Prohibition of Insider Trading) Regulation, 2015
For the Period (01-April-YYYY to 31-Mar-YYYY)

To,
The Compliance Officer,
Kaycee Industries Limited

ISIN:

a) Shares as on 01.04.

Name, PAN No., CIN/DIN & Address with contact nos	No. & % of shares/ voting rights held by the Director/ Office	Date of receipt of allotment advice/ acquisition/ sale of shares/ voting rights	Date of intimation to company	Mode of acquisition (market purchase/ public/ rights/ preferential offer)	No. & % of shares/ post acquisition/ voting rights sale	Trading member through whom the trade was executed with SEBI Registration No. of the	Exchange on which the trade was executed	Buy quantity (b)	Buy value	Sell quantity (c)	Sell value
1	2	3	4	5	6	7	8	9	10	11	12

b) Shares held as on 31.12.YYYY: $[(a)+(b)-(c)] = \quad]$

I hereby confirm that:

- The above list of transactions is complete and correct.
- A separate statement for my immediate relatives' holdings, if any, is enclosed.
- All my/ our dealing in Kaycee Industries Limited Equity shares were conducted during open / valid period of trading window.
- All the above dealings are as per Pre-Approval granted.

Date: 31-March _ _ _ _
Place:

Signature:
Name:
Designation:

ANNEXURE : 6

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]

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)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters / KMP / Directors/immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	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, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

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

Signature:

Designation:

Date:

Place:

ANNEXURE : 7

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)]

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 of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointme nt of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointme nt of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	5	6		7	

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

Signature:

Designation:

Date:

Place:

ANNEXURE : 8

Form C

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

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 3(2):																
Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with Contact nos.	Category of Person (Promoters/ KMP / Directors / immediate relatives / others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify			Mode of acquisition (market purchase/public rights/preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contract size * lot size)	Value	Number of units (contract size * lot size)	
1	2	3	4	5	6	7	8	9	10		12	13	14	15	16	17

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

Signature:

Designation:

Date:

Place:

ANNEXURE : 9

Form D (Indicative format)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

Name of the company: _____

ISIN of the company: _____

Details of trading in securities by other connected person as identified by the Company

Name, PAN No., CIN/DIN & address Of connected persons, as identified by the company with Contact nos.	Connection with company)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of Shareholding		Date of Allotment advice/ acquisition of shares/ sale of shares Specify		Date of intimate n to compa	Mode of acquisition (market purchase/public/ rights/ preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell			
												Value	Number units (contract * lot size)	Value	Number of units (contracts * lot size)		
1	2	3	4	5	6	7	8		9	10	11	12	13	14	15	16	17

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

Signature:

Designation:

Date:

Place:

PART II
CODE FOR FAIR DISCLOSURE OF UPSI

A code of practices and procedures for fair disclosure of unpublished price sensitive information (UPSI) for adhering each of the principles is set out below:

a) Prompt public disclosure of UPSI:

- i. Disclosure of UPSI would be done promptly when credible and concrete information is available for making the same generally available and it shall be done on a continual and immediate basis. There shall be Uniform and Universal dissemination of UPSI to avoid selective disclosures.
- ii. The Company may improve investor access to the public announcements by other supplemental means.

b) Overseeing and coordinating disclosure

- i. The Whole Director, Shri Chandra Prakash Jain is designated as Chief Investor Relations Officer ("CIRO") to deal with dissemination of information and disclosure of UPSI other than periodical regulatory submission.
- ii. Information disclosure/dissemination, other than periodical regulatory submission, shall be approved in advance by CIRO. If information is accidentally disclosed without prior approval, the person responsible shall inform the CIRO immediately, even if the information is not considered price sensitive.

c) Responding to market rumours

Response/Clarification required of market rumours by the Regulators must be forwarded CIRO. The CIRO shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

d) Disclosure / dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors:

- i. Only publicly available information to be provided.
- ii. Recording of discussion:
To avoid misquoting or misrepresentation, it is desirable that at least two representatives of the Company be present at meetings with analysts, brokers or Institutional Investors and discussion should preferably be recorded.
- iii. Handling of unanticipated questions and UPSI:
Sufficient care should be exercised while dealing with analysts' questions. Unanticipated questions may be taken on record and a considered response may be given later and Price sensitive information should not be disclosed to analysts.
- iv. Prompt release of information:
The Company will make available on the website of the Company promptly; the

transcripts or records of the proceedings of the meetings with Analysts etc. The Company may also consider live webcasting of analyst meets.

e) Uniform and Universal dissemination of UPSI.

- i. Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- ii. The Company may also facilitate disclosure through the use of its dedicated internet website.

The Company websites may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

f) Handling of all UPSI on 'Need to know' basis:

UPSI is to be handled on a "need to know" basis, i.e., should be disclosed only to those within the Company who need the information to discharge their duty.

g) Sharing of UPSI for Legitimate Purpose:

- i. Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulation 2018 mandates every listed Company to make a policy for determination of "legitimate purpose" as a part of "Code of Fair Disclosure and Conduct".
- ii. The Policy is annexed to the Code of Fair Disclosure and Conduct as Annexure 'A1' and shall be effective from October 28, 2020.

h) POLICY FOR DEALING WITH LEAK OF UPSI

- i. Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulation 2018 mandates every listed Company to make a policy for dealing with leakage of UPSI".

The Policy Is annexed to the Code as Annexure 'A2' and shall be effective from October 28. 2020.

ANNEXURE 'A1'
POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE

1. REGULATORY FRAMEWORK

Regulation 3 (2A) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 required all listed entity to have a policy for determination of “legitimate purpose” as a part of “Codes of Fair Disclosure and Conduct” formulated under Regulation 8 Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

2. OBJECTIVE

To nurture a culture that fixes the leakage of UPSI by laying down the principles for determining legitimate purpose for communication by an insider of UPSI.

3. LEGITIMATE PURPOSE

- i. “Legitimate Purpose” shall mean sharing of UPSI in the ordinary course of business or on a need-to know basis. The Company may share the UPSI if required in the interest of the Company.
- ii. Legitimate Purpose shall inter-alia include sharing of UPSI on need to know basis 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. (Regulation 3(2A) and 3(2B).
- iii. What shall constitute “legitimate purpose” and what shall not constitute “legitimate purpose” will be based on the business related needs of the Company. In general Legitimate purpose shall, inter-alia, include the following purposes for sharing of UPSI:
 - a) For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law;
 - b) Under any proceedings or pursuant to any order of courts or tribunals;
 - c) As a part of compliance with applicable laws, regulations, rules and requirements;
 - d) Arising out of any contractual obligations or arrangements entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking;
 - e) Arising out of business requirement including requirement for the purposes of promoting the business and Strategies of business.

- f) Any other purpose as the Board may determine depending upon the transaction(s).

4. NOTICE TO THE RECIPIENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- a) Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” and due notice shall be given by Insider to such persons:
 - i. To make aware such person that the information shared is or would be UPSI
 - ii. To make aware to such person the duties and responsibility attached to the receipt of such UPSI and the liability attached to misuse or unwarranted.
 - iii. To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
- b) **Responsibility of the Receiver**
 - i. Maintain and keep secret and confidential the information received
 - ii. Use the confidential information only for the business purpose
 - iii. Disclose the confidential information to its Representatives strictly on a need to know basis; and
 - iv. Safeguard the confidential Information with the same degree of care to avoid unauthorized disclosure as the receiving party uses to protect its own confidential information, but in no case less than reasonable care.

5. DIGITAL DATABASE OF THE RECIPIENT OF UPSI

The Insider shall be responsible to maintain a structured digital database of such person or entities as the case may be with whom the information is shared under this regulation, which shall contain the following information;

- a) Name of such recipient of UPSI;
- b) Name of the Organization or entity to which the recipient represent
- a) Postal Address and E-mail ID of such recipient
- b) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.
- c) The Compliance Officer shall be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non- tampering of the database. This database shall be kept confidential.

6. SYSTEM AUDIT

There should be periodic audit once in a year to ensure the integrity of the system and data maintained.

7. AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision (s) with a new provision(s) or replace this entire Policy with a new Policy.

ANNEXURE 'A2'
POLICY FOR DEALING WITH LEAKAGE OF UPSI

1. PREAMBLE

This Policy is framed with an aim to implement a structured procedure for investigation in case of leak or suspected leak of UPSI.

2. APPLICABILITY

This policy shall apply to all Insiders and any other persons as assigned by law from time to time.

3. Process of inquiry in case of leak of UPSI or suspected leak of UPSI

- i. Complaint (written or oral or electronic) regarding a leak or suspected leak of UPSI may be received by the Company from the following sources:
 - a. Internal:
 - i. Whistleblower vide the whistleblower process as illustrated in the Kaycee Industries Limited Whistleblower Policy;
 - ii. Any leak or suspected leak of UPSI detected through the internal controls implemented by the Company.
 - b. External:
Registrar and Share Transfer Agent, Depository, Stock Exchange, Regional Director, Registrar of Companies, regulatory / statutory authority or any other department of Central or State Government based on the complaint received from a whistle-blower.
(above shall be collectively referred to as "Complaint(s)")
- iii. In case of leak or a suspected leak of UPSI, the provisions and procedure contained in the Whistle Blower Policy of the Company shall be applied for inquiries and investigation.
- iii. The Company shall initiate appropriate inquiries on becoming aware of leak or suspected leak of UPSI and it shall inform SEBI promptly of such leaks, inquiries and results of such inquiries.

4. Consequences in case of Leak of Un-Published Price Sensitive Information

Leak of UPSI is a disciplinary issue and may also constitute a criminal offence in certain cases. Any persons including employee their Immediate Relatives who leaks UPSI shall be liable for such penal/disciplinary/remedial action as may be considered appropriate and decided by the Ethics Committee of the Company. All Breaches with actions taken by the Committee shall be reported to the Audit Committee & Board of Directors of the Company. The above actions of Company will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against such an employee.

Further the person has to indemnify and keep the Company and its Directors indemnified from and against all and any penalties/fines that may be imposed on them/ on Company by the SEBI and/or any other statutory authorities as a result of violation by me of the SEBI (Prohibition of Insider Trading) Regulations 2015 as amended from time to time and the Code prescribed by the Company.
