

KPL/2015-16/BSE
18.05.2015



Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers 25th Floor, Dalal Street <u>MUMBAI - 400 001</u>	National Stock Exchange Of India Ltd. Exchange Plaza 5th Floor Plot No.C/1 G Block Bandra Kurla Complex Bandra (E) <u>MUMBAI - 400 051</u>
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Re : Insider Trading Code 2015 & Code of practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as per SEBI (Prohibition of Insider Trading) Reg., 2015

In continuation to our letter No. KPL/2015-16/BSE dated 15th May, 2015 on the captioned subject we are enclosing herewith the Code of practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as per SEBI (Prohibition of Insider Trading) Reg., 2015 which has been adopted by the Company and made effective w.e.f. 15th May, 2015. The aforesaid Code has been uploaded also by the Company on its website.

This is for your information and record.

Thanking you,

Yours faithfully,

For **KOTHARI PRODUCTS LTD.**

A handwritten signature in black ink, appearing to be 'Raj Kumar Gupta', written over a circular stamp or seal.

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

Encl : As above

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF KOTHARI PRODUCTS LTD.

**Pursuant to Regulation 8 of Securities and Exchange Board of India
(Prohibition of Insider Trading) Regulations, 2015**

Background :-

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, which was amended on 20th February, 2002 is replaced by the new Regulation namely "Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the 'Regulations') to put in place a framework for prohibition of insider Trading in securities and to strengthen the legal framework thereof. The Regulations shall come in force on 15th May, 2015.

Code:-

In terms of Regulation 8 of the Regulations, the Board of Directors of the Company has formulated this Code of practices and procedures for fair disclosure of unpublished price sensitive information to be followed in order to adhere to the principles set out below :

1. The Company shall make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company shall make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Company Secretary shall act as Chief Investor Relation Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. In case any unpublished price sensitive information gets disclosed selectively, inadvertently or otherwise, the Company shall make prompt dissemination of such information to make it generally available.
5. The Company shall give appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company shall post transcripts or records of proceedings of meetings with analysts and other investor relations conferences on its official website to ensure official confirmation and documentation of disclosures made.
8. The Company shall handle all unpublished price sensitive information on a need-to-know basis.

For KOTHARI PRODUCTS LTD.


(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

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