

**KVS CASTINGS LIMITED**  
**(FORMERLY KNOWN AS KVS CASTINGS PRIVATE LIMITED)**  
CIN: U27100UR2019PLC012217

**(Reviewed and approved by Board of Directors on 6th March, 2026)**

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**FOR FAIR DISCLOSURE OF UNPUBLISHED**  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

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**Summary of Policy changes**

<b>Version</b>	<b>Type of Changes</b>	<b>Board Approval</b>	<b>Date of Release</b>
Version 1	Initial	10/09/2024	10/09/2024
Version 2	Update as per PIT Regulation, 2015	06/03/2026	06/03/2026



## I. INTRODUCTION

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1. The Securities and Exchange Board of India (“SEBI”), for protection of investors and to regulate the securities market, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“The Regulations”) under the powers conferred on it under the SEBI Act, 1992. These Regulations come into force w.e.f. 15 May 2015, and the same is applicable on to all companies whose shares are listed on Indian Stock Exchanges.
2. **Regulation 8(1)** of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 mandate every Listed Company to formulate, the Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) towards achieving compliance with these regulations.
3. Accordingly, the Board has approved the Code at its meeting held on **10.09.2024**.

## II. OBJECTIVE

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In accordance with the above-mentioned Regulations and in order to prevent the confidentiality and misuse of unpublished price sensitive information, the Board of Directors of KVS Castings Limited has approved and adopted this code.

With adoption of this Code the Company is committed to fair disclosure of information about the Company and its securities without advantage to any selected group. The Company maintains an active and open dialogue with various stakeholders and provides information which is reasonably and lawfully required by them to make an informed decision on dealing with or investment in the Company. As a policy, the Company prohibits the selective disclosure of non-public information about the Company and its securities.

## III. DEFINITION

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- 1 Unless the context otherwise requires, the following words, expression and derivations shall have the meaning assigned to them as under:
  - a. **“Act”** means the Securities and Exchange Board of India Act, 1992.
  - b. **“Board”** means Security and Exchange Board of India.
  - c. **“Chief Investor Relation Officer” or CIRO** means Chief Executive Officer (CEO) of the Company or such other senior officer as may be appointed by the Board of Directors of the Company Under SEBI (LODR) 2015 Regulations.
  - d. **“Code”** means Code of practices and procedures for fair disclosure of unpublished price sensitive information or Code of Fair Disclosure and Conduct
  - e. **“Insider”** means any person who is:
    - (i) a connected person; or



- (ii) in possession of or having access to unpublished price-sensitive information.
- f. **“Need to Know Basis”** means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- g. **“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: –
- i) financial results
  - ii) dividends;
  - iii) change in capital structure;
  - iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business award or termination of order/contracts not in the normal course of business and such other transactions;
  - v) changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
  - vi) change in rating(s), other than ESG rating(s);
  - vii) fund raising proposed to be undertaken;
  - viii) agreements, by whatever name called, which may impact the management or control of the company;
  - ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
  - x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
  - xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
  - xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
  - xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
  - xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
  - xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business; granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

*Explanation 1- For the purpose of sub-clause (ix):*

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

*Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.]*

*NOTE: It is intended that information relating to a company or securities, that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.*

- h. **"Compliance Officer"** means Unless otherwise designated by the Board, the Company Secretary of the Company for the time being shall be deemed to be the Compliance Officer for the purpose of this Code. Subject to prior consent of the Board, the Compliance Officer can delegate his/her authority to any other officer of the Company eligible to act as a Compliance Officer.
  - i. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis and shall no include unverified event or information reported in print or electronic media;
- 2 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, or the Companies Act, 2013 and any other rules and regulations as drafted by SEBI from time to time be made shall have the meanings respectively assigned to them in that legislation.
  - 3 In this Code, words importing masculine shall include feminine and words importing singular shall include plural or vice versa.

#### **IV. APPLICABILITY**

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This Code shall be applicable to Promoters/ members of the Promoter group / Directors / employees / other connected persons / Insiders / Designated Persons of the Company.

The terms “Connected persons”, “Designated Persons”, “Insider”, “Promoter” have been defined under the Insider Trading Regulations.

## **V. DUTIES OF COMPLIANCE OFFICER**

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Chief Executive Officer (CEO) shall be designated as Chief Investor Relations Officer (the “CIRO”) who shall be responsible:

1. To deal with dissemination of information and disclosure of UPSI to Stock Exchanges.
2. To ensure that the Company complies with disclosure requirements (as provided in the Code for Prevention of Insider Trading) overseeing and coordinating disclosure of UPSI to stock exchanges and educating staff on disclosure policies and procedures.
3. The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulation and Company’s Code of Conduct.

## **VI. PRINCIPLES OF FAIR DISCLOSURE OF UPSI**

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The Company shall ensure: SEBI (PIT) Regulations, 2015 – SCHEDULE A

### **Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

- a. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- b. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
- c. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- d. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- e. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- f. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- g. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- h. Handling of all unpublished price sensitive information on a need-to-know basis.

## VII. POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE

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The Company shall be guided by the definition of 'Legitimate Purpose' as provided in its Code of Conduct to Regulate, Monitor and Report Trading by Insider of the Company ("Insider Trading Code"), the Insider Trading Regulations and the Legitimate Purpose Policy.

The Managing Director shall be the final deciding authority on whether an item constitutes a Legitimate Purpose or not on a case-to-case basis. In the event of lack of clarity on whether an item constitutes a Legitimate Purpose or not, the person sharing the information shall forward the matter for determination by the Whole-Time Directors, who shall decide on the matter.

Provided that, such sharing of Unpublished Price Sensitive Information as aforesaid shall not be carried out to evade or circumvent the prohibitions laid down under the Regulations.

## VIII. DIGITAL DATABASE

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The Company will maintain an electronic record (structured digital database) containing the name of person with whom UPSI is shared and nature of the shared UPSI, Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available and other information as required under the Regulations. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

## IX. AMENDMENT TO THIS CODE

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The Board of Directors are authorized to make such modifications in the Code from time to time, as may be required to ensure compliance of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time).

In case of any subsequent changes in the provisions of the Act or any other regulations which makes any of the provisions in this code inconsistent with the Act or other regulations, such provisions of the Act or other regulations would prevail over the code and the provisions in the code would be modified in due course to make it consistent with law.

**For and on behalf of**  
**KVS Castings Limited**  
*(formerly known as KVS Castings Private Limited)*

  
**Mr. Arpan Jindal**  
**(Managing Director)**  
**DIN: 00223527**

