KVS CASTINGS LIMITED

(FORMERLY KNOWN AS KVS CASTINGS PRIVATE LIMITED)

CIN: U27100UR2019PLC012217

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

CODE OF CONDUCT FOR INSIDER TRADING

Summary of Policy changes

Version	Type of Change	Board Approval	Date of Release
Version 1	Initial	10.09.2024	10.09.2024
Version 2	Updating as per SEBI LODR, 2015	06.03.2026	06.03.2026

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KASHIPUR

KVS PREMIER Foundry Division

I. INTRODUCTION

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 9** of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 mandate every Listed Company to formulate, code of conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B to the regulations.
3. Accordingly, the Board has modified and re-approved the Code at its meeting held on **06.03.2026** which can be amended from time to time and shall come into effect from the date of listing of the Equity Shares of the Company.

II. OBJECTIVE

In accordance with the above-mentioned Regulations and in order to prevent the confidentiality and misuse of unpublished price sensitive information, the Board of Directors of **KVS Castings Limited** has approved and adopted this code.

III. DEFINITION

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. **"Compliance Officer"** means Company Secretary 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. **"Connected person"** means -
   i. any person who is or has during the **six months** prior to the concerned act been associated with a 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 unpublished price sensitive information or is reasonably expected to allow such access.

   ii. 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-

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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 the 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 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 ten percent. of the holding or interest; or
k. a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
l. person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);]

NOTE: *It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price-sensitive information. Immediate relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any company or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information.*

e. **"Dealing in Securities"** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

f. **"Designated Person(s)",** means:
   (i) Promoters of the Company;
   (ii) All Directors including executive, non-executive & Independent of the Company and its subsidiaries;
   (iii) KMP of the company and Executive Secretaries of Directors;
   (iv) Secretaries / Executive Assistants/ Personal Assistants of CEO, Managing Director, Whole Time Director, Chief Financial Officer (CFO), Presidents, Vice Presidents.

(v) Chief Executive Officer and All Employees up to two levels below of Chief Executive Officer of the Company and its material subsidiaries, if any, irrespective of their functional role in the Company;

(vi) Immediate Relatives of persons specified in (i) to (v) above.

(vii) support staff including IT staff or secretarial staff who have access to Unpublished Price Sensitive Information;

g. **"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 such person, or consults such person in taking decisions relating to trading in securities;

h. **"relative"** shall mean the following:

i. spouse of the person;
ii. parent of the person and parent of its spouse;
iii. sibling of the person and sibling of its spouse;
iv. child of the person and child of its spouse;
v. spouse of the person listed at sub-clause (iii); and
vi. spouse of the person listed at sub-clause (iv)

NOTE: *It is intended that the relatives of a "connected person" too become connected persons for the purpose of these regulations. It is a rebuttable presumption that a connected person had UPSI.*

i. **"Insider"** means any person who is:

(i) a connected person; or

(ii) in possession of or having access to unpublished price-sensitive information.

j. **"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.

k. **"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.

I. **"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.

m. **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;

n. "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

o. "**Trading day**" means a day on which the recognized stock exchanges are open for trading;

p. "**Trading Window**" means a trading period to be called "Trading Window" in which Company's securities can be traded.

q. "**Legitimate purpose**" shall include sharing of unpublished price sensitive information in the ordinary course of business 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 prohibition of these regulations.

r. "**Regulations**" means SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment thereto.

s. "**Specified Persons**" means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relatives are collectively referred to as Specified Persons.

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. DUTIES OF COMPLIANCE OFFICER

1. The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for preservation of Unpublished Price-sensitive Information, preclearing of trades by Designated Persons, monitoring of trades and the implementation of the code under the overall supervision of the Board of Directors of the Company.

2. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Designated Persons for a minimum period of five years.

3. The Compliance officer may in consultation with the Managing Director and shall as directed by the Board, specifies "Prohibited Period" from time to time and immediately makes an announcement thereof and shall maintain a record of "Prohibited Period" specified from time to time.

4. The Compliance Officer shall place report on insider trading to the Board of Directors for the purpose of the Code and in particular, shall provide reports to the Chairman of the Audit Committee and to the Chairman of the Board annually or at such frequency as may be stipulated by the board of directors.

5. The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulation and Company's Code of Conduct.

V. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. All price sensitive information shall be handled within the Company on a "Need to Know basis" and no unpublished price sensitive information (UPSI) shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

2. Any person in receipt of unpublished price sensitive information pursuant to "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

3. Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.

4. Notwithstanding contained in 4.1, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

   a) entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that sharing of such information is in the best interests of the company.

   b) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

VI. PROHIBITIONS ON TRADING OF SECURITIES

No insider, either on his own behalf, or on behalf of any other person shall trade in the Securities of the Company when in possession of Unpublished Price Sensitive Information.

However, trading in following cases is allowed i.e., restriction mentioned above is not applicable in following cases:

a) Transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without breach of Regulation 3 of Insider Trading Regulation mentioned herein and both parties had made a conscious and informed trade decision.

Provided that *such unpublished price sensitive information was not obtained under 4.4 of this Code and such off-market trades are required to be reported by the insiders to the company within two working days.*

Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed ***within two trading days*** *from receipt of the disclosure or from becoming aware of such information.*

b) Transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 of Insider Trading Regulation and both parties had made a conscious and informed trade decision;
Provided that such **unpublished price sensitive information** was not obtained by either person under 4.4 of this Code.

c) transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

d) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

e) in the case of non-individual insiders: –

I. the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

II. appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information 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) Trades is pursuant to Trading Plan made in accordance with Insider Regulation.

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VII. TRADING PLAN

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.

   Such trading plan shall: –

   (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan.

   (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results.

   (iii) entail trading for a period of not less than twelve months.

   (iv) not entail overlap of any period for which another trading plan is already in existence.

   (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and

   (vi) not entail trading in securities for market abuse.

2. The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of Insider Trading Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

3. The trading plan once approved shall be irrevocable and the inside 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 any unpublished price sensitive information 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 and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.*

4. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

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VIII. TRADING WINDOW

1. The trading period during which Company's securities can be traded is called **trading window**. The trading window shall be closed during the time the price sensitive information is un-published.

2. When the trading window is closed, the **Designated Persons** (including their immediate relatives) shall **not trade** in Company's securities in such period.

3. The trading window shall be, inter-alia **closed** at the time of:
   a) Declaration of **Financial results**
   b) Declaration of **dividends** (interim and final)
   c) Change in **capital structure**
   d) Mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business
   e) Changes in **key managerial personnel**
   f) Such other time as the **compliance officer determines** that a designated person or class of designated persons is reasonably expected to have possession of unpublished price-sensitive information.

4. The Compliance Officer shall also close the trading window when he/she determines that a **designated person** or class of designated persons can reasonably be **expected** to have possession of **unpublished price sensitive information**. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

5. The trading window shall be **opened 48 (Forty-Eight) hours** after the UPSI becomes generally available.
   The trading window shall also be applicable to any person having c**ontractual or fiduciary relation** with Company, such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising Company.

6. The Compliance Officer after taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, shall decide the timing for **re-opening of the trading window**, however in any event it shall not be earlier than **48 (Forty-Eight) hours** after the information becomes generally available.

7. However, subject to the SEBI Act, Rules, and Regulations, in case of **ESOP**, exercise of options shall be allowed during the period when the trading window is closed. However, sale of shares allotted on exercise of ESOP's shall not be allowed when the trading window is closed.

8. **Creation of pledge** is allowed when trading window is closed. However, the pledgor or pledgee may demonstrate that the creation of pledge was bona fide and prove their innocence under proviso to sub-regulation (1) of regulation 4 of the Insider Regulation.

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IX. PRE-CLEARANCE OF TRADES

1. All Designated Persons who intend to trade in the **securities of Company** (either in their own name or in any immediate relative's name) i.e., buy or sell securities and if value of the securities likely to be traded, whether in one transaction or a series of transactions in calendar quarter, aggregates to a traded value in excess of **Rs. 10,00,000(Rupees Ten Lakh Only),** shall make an application for pre-clearance in the format set out in **Annexure 1** to the Compliance Officer indicating the estimated number of units of securities that the designated person or immediate relative(s) intends to trade, the details as to the depository with which he / she has a security account, the details as to the securities in such depository mode and such other details as specified in the form and also declare that the applicant is not in possession of unpublished price sensitive information.

   Provided that the pre-clearance is not applicable for subscription to the stock grants upon its vesting. However, for any subsequent sale of shares acquired under **ESOP scheme**, pre-clearance shall be applicable as per limits prescribed as above

2. No designated person shall apply for pre-clearance of any proposed trade, if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

3. The Compliance Officer shall also determine whether any such declaration is reasonably capable of being rendered inaccurate.

4. All Designated Persons of Company and their immediate relatives shall execute their order in respect of securities of Company, within 7 (seven) trading days after the approval of pre-clearance is given. If the order is not executed within 7 (seven) trading days after the approval is given, the employee must obtain the pre-clearance for the transaction again.

X. DETERMINATION OF LEGITIMATE PURPOSES

The term legitimate purpose shall include:

a. Sharing of unpublished price sensitive information in the ordinary course of business 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 SEBI (Prohibition of Insider Trading) Regulations, 2015.

b. Sharing of unpublished price sensitive information for performance of duties or discharge of legal obligations.

XI. DISCLOSURE OF CODE ON PUBLIC DOMAIN

This code and any amendment thereof will be published on the Company's website at KVS Castings Ltd..

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XII. REPORTING REQUIREMENT

1. **Initial Disclosure**

   Every person on appointment as key managerial personnel or a director of the company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the company as **on the date of appointment or becoming** a promoter, to the company **within seven days** of such appointment or becoming a promoter.

2. **Continual Disclosures**

   a) Every promoter, member of the promoter group, designated person and director of every company 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 transactions over any calendar quarter, aggregates to a traded value **in excess of ten lakh rupees** or such other value as may be specified;

   b) Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

   Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-regulation (2).

   c) The above disclosures shall be made as follows:

      i. Every promoter, member of the promoter group, Key Managerial Personnel and Director of the Company, within thirty days of these policy taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed Format **(Form A).**

      ii. Every person appointed as Key managerial personnel or a director of the company or upon becoming the promoter or member of the promoter group shall within 7 days shall provide disclosure of his securities to the Compliance Officer as per prescribed format **(Form B).**

3. **Disclosures by other connected persons.**

   Any company whose securities are listed on a stock exchange may, at its discretion 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 these regulations.

   Every promoter, member of the promoter group, designated person and director of every company shall disclose, within 2 trading days, to the Compliance officer the number of securities acquired or disposed of, whether one transaction or in series of transactions over any calendar quarter and the value of such transactions is in excess of Rs 10 lakhs as per prescribed format **(Form C).**

***NOTE**: This is an enabling provision for listed companies to seek information from those to whom it has to provide unpublished price sensitive information. This provision confers discretion on any company to seek such information. For example, a listed company may ask that a management consultant who would advise it on corporate strategy and would need to review unpublished price sensitive information, should make disclosures of his trades to the company.*

XIII. MECHANISM FOR PREVENTION OF INSIDER TRADING

In order to comply with the provisions of SEBI (Prohibition of Insider Regulations),2015, the Board has approved and adopted the below measures for preventing insider trading:

i. The Board of Directors shall formulate and publish on the official website of the Company, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow to adhere to each of the principles as set out under Schedule A of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. Every such code of practices and procedures for fair disclosure of unpublished price sensitive information and every amendment thereto shall be promptly intimated to the stock exchange.

ii. The Managing Director of the Company must ensure that there remains an adequate and effective system of internal controls in place which ensures compliance with the SEBI (Prohibition of Insider Trading) Regulations including periodic process review to evaluate the effectiveness of such internal controls.

iii. All the employees who have access to unpublished price sensitive information shall be identified as designated employees.

iv. All the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of aforementioned regulations.

v. Adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by the aforementioned regulations.

vi. Lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;

vii. The Board of Directors must spread awareness amongst the insiders regarding the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

viii. All other relevant requirements specified under the aforementioned regulations shall be complied with.

ix. The Audit committee shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

x. The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors but not less than **once in a year.**

xi. If it is observed by the company that there has been a violation of aforementioned regulations, it shall inform the Board promptly.

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Inquiry in Case of Leak or Suspected Leak of Unpublished Price Sensitive Information (UPSI)'

a) Overview

Pursuant to the SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018, a written policy and procedures for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information (UPSI) needs to be framed so that necessary actions can be initiated against such instances and steps can be taken to curb the further occurrence of any leakages of UPSI.

Leakage of UPSI is a situation wherein Price Sensitive Information of the Company is disclosed or is made available or accessible from within the Company to un-authorised person(s) before the same has been made/announced as generally available information by the Company. Such circumstances can cause serious market reactions and can harm the goodwill of the Company amongst its stakeholders.

b) Objective

These procedures are aimed to -

i. restrict the leakages of UPSI;
ii. provide a precautionary list of handling UPSI with responsibility;
iii. initiate appropriate inquiries against leak or suspected leak of UPSI;
iv. take disciplinary actions, as considered necessary, against the Insider, Employee or Designated Person who is found guilty of violating the provisions of this policy;

c) Precautions

i. All the insiders, designated persons and employees who are entrusted with UPSI must handle the same with reasonable care, must maintain the confidentiality and must not disclose the same unless it is in furtherance of any legitimate purpose, performance of duties or discharge of legal obligations;
ii. In case of any UPSI is required to be provided, the person providing the information shall consult Managing Director/Compliance Officer/ in advance.
iii. If the UPSI is shared in furtherance of any legitimate purpose, performance of duties or discharge of legal obligations then due notice shall be given to such persons to maintain confidentiality of UPSI;
iv. The Code of Practices and Procedures for fair disclosure of UPSI must be strictly adhered to in order to prevent any misuse of UPSI;
v. All the information shall be handled within the organization on a need to know basis;

d) Inquiry Process

i) The Compliance officer must keep the Board of Directors updated about any information related to leak or suspected leak of UPSI;
ii) All the matters concerning leak or suspected leak of UPSI, will be thoroughly investigated by the Compliance Officer;
iii) The Compliance officer shall have the power to call for personal information/documents from insider and to ask concerned insider for personal presence, examination, cross examination etc.;
iv) The Compliance officer must prepare a report on such leak or suspected leak of UPSI as early as possible and not later than seven days and must submit the same to the Audit Committee;

v) The Compliance officer shall have the power to retain the documents gathered during investigation;

vi) The Audit Committee shall meet as early as possible on receiving the reports from the Compliance officer;

vii) The Audit Committee must analyses the matter and based on their findings, if the case is not maintainable the same may be dismissed and if it is found that the matter requires further investigation, then the same may be ordered, depending upon the severity of the case;

viii) The Audit Committee may after due approval from the Board of Directors take help from external agencies for complete investigations.

ix) The Audit Committee must direct the Compliance Officer to inform the Board promptly of such leaks, inquiries and results of such inquiries.

e) Disciplinary Action

The Disciplinary Action(s) may include, wage freeze, suspension, recovery claw-back, termination, demotion, etc., as may be decided by the Members of the Audit Committee or Board of Directors, in addition to the action to be initiated by SEBI, if any.

XIV. PENALTIES FOR CONTRAVENTION:

As per Section 15G of Securities and Exchange Board of India Act, 1992 If any insider who,

(i) either on his own behalf or on behalf of any other person, deals in securities of a body corporate listed on any stock exchange on the basis of any unpublished price-sensitive information; or

(ii) communicates any unpublished price-sensitive information to any person, with or without his request for such information except as required in the ordinary course of business or under any law; or

(iii) counsels, or procures for any other person to deal in any securities of any body corporate on the basis of unpublished price-sensitive information,

shall be liable to a penalty [which shall not be less than ten lakh rupees but which may extend to twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher].

XV. AMENDMENT TO THIS CODE

i. This Code and any subsequent amendment(s) thereto, shall be carried out with the approval of the Board.

ii. Any or all provisions of this Code would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time.

iii. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder.

and this Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

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

Arindr

Mr. Arpan Jindal
(Managing Director)
DIN: 00223527

ANNEXURE-1
APPLICATION FOR PRE-TRADING APPROVAL

To,
The Compliance Officer,

KVS Castings Limited 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:

1. Name of the applicant :
2. Designation:
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
6. Proposed date of trading in securities :
7. Estimated number of securities proposed:
8. To be purchased/subscribed/sold
9. Current market price :
(As on date of application)
10. Whether the proposed transaction will : be through stock exchange or off-market trade
11. 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:

Form A

SEBI (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, member of the promoter group, 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 / Immediate relative to / Others etc	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	
1	2	3	4	5

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

Details of Open Interest (OI) in derivatives of the company held by Promoter, member of the promoter group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

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		
Contract Specification	Number of units	Notional value in	Contract Specification	Number of units	Notional value in

Note: *In case of Options, notional value shall be calculated based on premium plus strike price of options.*

Name & Signature:

Designation:

Date:

Place:

PREMIER
Foundry Division

Form B

SEBI (Prohibition of Insider Trading) Regulations, 2015[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]

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 other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters / KMP /Directors / Immediate relative to / Others etc	Date of appointment of Director/ KMP or Date of becoming Promoter	Securities held as on the date of regulation coming into force		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives of the company 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 other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts	Notional value in Rupee	Contract specifications	Number of units (contracts	Notional value in Rupee

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature: Designation:

KVS PREMIER Foundry Division

Form C

SEBI (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 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/ Directors/immediate relative to/others etc.)	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
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	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 entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

Details of trading in derivatives of the company by Promoter, member of the promoter group, designated person or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notion al Value	Number of units (contracts * lotsize)	Notional Value	Number of units (contracts * lot size)	
15	**16**	**17**	**18**	**19**	**20**	**21**

Note: *In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name & Signature:
Designation:

Date:
Place:

KVS PREMIER Foundry Division

Form D

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by company

Details of trading in securities by other connected persons as identified by the

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	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
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, 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 entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

Details of trading in derivatives of the company by other connected persons as identified in Regulation 6 (2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notion al Value	Number of units (contracts * lot size)	
15	**16**	**17**	**18**	**19**	**20**	**21**

Note: *In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name & Signature: Designation:

Date: Place:

PREMIER
Foundry Division

Form E

Application for Pre-clearance of Trade under Securities and Exchange Board oflndia (Prohibition of Insider Trading) Regulations, 2015

(Pursuant to Part IV (i) of this Code of Conduct to Regulate, Monitor and Report Trading by Insiders)

To,
KVS Castings Limited

SUBJECT: APPLICATION FOR PRE CLEARANCE OFTRADING IN SECURITIES OF THE COMPANY

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase / sale /subscribe________________________equity shares of the Company as per details given below:

1.	Name of Applicant	
2.	Designation	
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
6.	In case of Re-application, Reasons for Re-application	
7.	Proposed date of dealing in securities	
8.	Estimated number of securities proposed to be acquired/subscribed/sold	
9.	Price at which the transaction is proposed	
10	Current market price (as on date of application)	
11.	Whether the proposed transaction will be through stock exchange or off-market deal	
12.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me. Name & Signature: Date:
Designation: Place:

KVS PREMIER
Foundry Division

Form F

Undertaking

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

(Pursuant to Part IV (ii) of this Code of Conduct to Regulate, Monitor and Report Trading by Insiders)

In relation to the above dealing, I undertake that:

i. I have no access to nor do I have any information that can be construed as price sensitive information up to the time of signing of the undertaking.

ii. In the event I get access to or receive 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 change and shall refrain from dealing in securities of the Company till the information is made public.

ii. I have not contravened the Code of Conduct to Regulate, Monitor and Report Trading by Insiders as notified by the Company from time to time.

iv. I have made a full and true disclosure in the matter.

v. I hereby declare that I shall execute my order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, I undertake to obtain pre-clearance for the transaction again.

Name & Signature:
Designation:

Date:
Place:

KVS PREMIER Foundry Division

Reporting of Transactions

(To be submitted within 2 trading days of transactions)

To,
The Compliance Officer,
KVS Castings Limited

Dear Sir/Ma'am,

I hereby report that I have dealt in the Equity shares of the Company as tabulated below:

Sr. No.	Folio No./ ID Client ID	Date of Transacti on	Name	Number of Equity Shares	Acquired/Sold	Total Equity Shares as on reporti ng Date

Or

I hereby report that I have not dealt in the Equity Shares of the Company as per my application of pre-clearance of trade dated______and as approved by you on
_______due to the below mentioned reason(s):

1. ____________________

2. ____________________

I declare that the above information is correct and that no provisions of the Company's Code of Conduct and/or applicable laws/SEBI (Prohibition of Insider Trading) Regulations, 2015 have been violated.

Signature:________________________

Name:___________________________

Designation: __________________

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