



K I C METALIKS LIMITED

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Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information

The Board of Directors has adopted following "Code of Practice and Procedures for Fair Disclosures of Unpublished Price Sensitive Information" in compliance with Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

1. The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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 The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid sensitive disclosure.
3. The Compliance Officer of the Company shall act as a chief investor relations officer under SEBI (Prohibition of Insider Trading) Regulations, 2015 to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall make effort for prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide 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 The Company shall ensure that information shared with analysis and research personnel is not unpublished price sensitive information.
7. The Company shall develop best practices to make transcripts or records of proceeding of meetings with analysis and other investor relations conferences on the 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 The Company shall handle all unpublished price sensitive information on a need-to-know basis.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 KIC METALIKS LTD.


Managing Director

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**INTERNAL CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING IN DEALING WITH
SECURITIES OF K I C METALIKS LIMITED**

[Pursuant to **SCHEDULE B** to sub regulation (1) and sub regulation (2) of regulation 9 of SEBI (Prohibition of Insider Trading) Regulation, 2015]

1. Definitions:

a) Compliance Officer

The Company Secretary shall act as the Compliance Officer.

The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitors adherence to the rules for the preservation of Unpublished Price Sensitive Information (UPSI), monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of KICML.

b) Connected Persons

Any person shall be recognized as connected person who is or has during the six months prior to the concerned act has been-

- i. Associated with the Company directly or indirectly, in any capacity;
- ii. In frequent communication with officers of the Company;
- iii. In any contractual, fiduciary or employment relationship;
- iv. A Director, officer or an employee of the Company or holds any position including a business or professional relationship between him and the Company whether temporary or permanent, that allows such person directory or indirectly access to UPSI or is reasonably allowed to such access..

There is an inclusive list of persons who are under the ambit of "connected person". Here it encompasses all people who may not occupy any position of the company but is in regular touch with the company and its officers who are involved in the Know-how of Companies operations.

It includes (i) an immediate relatives, (ii) a holding/ associate/ subsidiary Company, (iii) an intermediary/ an employee/ director thereof, (iv) an investment company, (v) trustee company, (vi) asset management company/ an employee/ director thereof; (vii) an official of Stock Exchange/ of clearing house/ corporation; (viii) a member of board of trustees of a mutual fund/ member of board of Directors of Asset Management Company of mutual fund/ is an employee thereof; (ix) a member of board of directors or an employee, of a public financial institution as defined in section 2(72) of the Companies Act, 2013; (x) an official or an employee of a self-regulatory organization recognized or authorized by the Board; a banker of the company; a concern, firm, trust, HUF, Company/ association of persons wherein a director of a Company/ his immediate relative/ banker of the Company, has more than 10% of holding/ interest.



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Managing Director

**c) Immediate Relative**

- 1) Spouse of the person
- 2) Parent, sibling and child of such person, or of the spouse
- 3) Any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.

d) Insider

Insider is a person who is :

- I. A connected person
- II. In possession of UPSI

Anyone in possession of or access to UPSI should be considered as an insider regardless of how one came in the possession of or had access to such information.

e) Unpublished Price Sensitive Information

Any information, relating to the company or its securities, directly or indirectly, that is not generally available, which upon become generally available, is likely to materially affect the price of the securities.

f) Designated Persons shall include

- (i) Managing Director, Whole time Directors, Chief Financial Officer, Company Secretary, Senior General Manager and General Manager, Finance and Deputy Company Secretary.
- (ii) The employees designated by the Company to whom these trading restrictions shall be applicable, keeping in mind the objectives of this code of conduct.

The Compliance Officer shall assist all the employees and directors in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as SEBI PIT Regulations) and the Company's code of conduct.

2. Applicability

This "Code of Internal Procedures and Conduct for prohibition of insider trading in dealing with the securities of KICML" shall apply to all "insiders" defined at 1.d, as above including Connected Person and Designated Persons.

3. Communication or procurement of unpublished price sensitive information

- I. No insider will communicate or allow access to UPSI related to a company or securities listed or proposed to be listed, to any person or other insiders except



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when such communication is legitimate for the purpose of their duty, performance or legal obligations.

- II. No person can procure from or cause the communication by an insider of UPSI except in the case of discharge of duty or legal obligations.
- III. Open Offer obligations
- IV. UPSI may be communicated in cases where a communication is needed for a transaction in the best interests of the Company. The Board of Directors will ensure public disclosure at least two days prior the transaction being effected.
- V. Parties to execute Non-Disclosure Agreement and shall not trade in securities when in possession of UPSI.

4. Restriction on Trading while in possession of UPSI

No insider shall trade in securities that are listed on a stock exchanges when in possession of UPSI with exception to following situations :

- A. Transactions which are off-market inter-se transfer between the promoters who were in possession of same UPSI and in compliance of regulation 3 (Restriction in communication of UPSI) as well as both the parties have made a conscious and informed trade decision.
- B. In case of non – individual insiders :
 - a) The decision making individuals were not in possession of such UPSI when they took the decision to trade
 - b) Appropriate arrangements were in place to ensure that these regulations are not violated and no UPSI communicated by individuals taking decisions to individuals trading and
 - c) The trades were made pursuant to trading plan.

All information shall be handled within the organization on a need-to-know basis and no 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.

5. Trading plan

An insider shall have to formulate a trading plan and place it before the Compliance Officer for approval and public disclosure so that trades can be carried out on his behalf.

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 KICML and the second trading day after the disclosure of such financial results;
- iii. entail trading for a period of not less than twelve months;



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