

KAPIL RAJ FINANCE LIMITED

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UNPUBLISHED PRICE SENSITIVE INFORMATION(UPSI)**

INTRODUCTION

Securities Exchange Board of India (SEBI) vide its notification dated January 15, 2015 had issued SEBI (Prohibition of Insider Trading) Regulation, 2015 and further amended the same vide its notification dated December 31, 2018 to put in place a framework for prohibition of insider trading in securities and strengthen the legal framework thereof.

Regulation 8 requires that the board of directors of KAPIL RAJ FINANCE LIMITED is required to formulate a code of practices and procedures for fair disclosure of unpublished price sensitive information.

TERMS AND DEFINITION:

Any term which is used but not defined under this Code shall have the meaning assigned to it under the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Schedules annexed thereto (modification and/or re-enactment included) and/or the other Codes of Conduct prepared by KAPIL RAJ FINANCE LIMITED under or pursuant to the Regulations. The Notes/Explanations given under the Regulations shall also be applicable in interpreting the provisions of this Code.

PRINCIPLES OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. The Company shall promptly disclose unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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 The Company shall make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.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 of the Company shall act as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.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 The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company shall develop 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.
8. The Company shall ensure handling of all unpublished price sensitive information on a need-to-know basis.

POLICY ON DETERMINATION OF LEGITIMATE PURPOSES

The sharing of UPSI shall be deemed to be for “Legitimate Purpose” if it satisfied the following criteria:

1. The term “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 prohibitions of the Regulations.
2. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
3. The information shall be shared with any person on “need to know” basis.
4. Insiders shall share the unpublished price sensitive information with the external agencies only in the interest of the Company and/or in compliance with the requirements of the law.
5. Any person in receipt of unpublished price sensitive information pursuant to a “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 SEBI (Prohibition of Insider Trading) Regulations, 2018.

DISCLOSURE

This code, including any amendment thereto, shall be published on the Company’s official website and shall promptly be intimated to the stock exchange where the securities of the Company are listed.

The Board of Directors would lay down further principles, rules and procedure from time to time, to ensure fair disclosure of unpublished price sensitive information.