

**CODE FOR PROHIBITION OF INSIDER TRADING IN THE SECURITIES OF
KBS INDIA LIMITED
(As Amended after the Amendment Regulations,2018)**

Preamble & Introduction

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 mandates all the companies whose securities are listed on a stock exchange to formulate a framework and policy for fair disclosure of the Unpublished Price Sensitive Information. This framework has been formulated in conformity with the Regulations.

Subsequently, pursuant to the amendment of the SEBI (Prohibition of Insider Trading) Regulations, 2015 vide SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, which is effective from April 1, 2019, the Board of Directors at their meeting held on March 29th, 2019 reviewed this Code and have approved the same to be applicable with effect from April 1, 2019.

Pursuant to Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as “Insider Trading Regulations”) the Board of Directors of the Company (KBS India Limited i.e. KBSIL) wide circular resolution and approved the “Code for Prohibition of Insider Trading In The Securities Of KBS India Limited” which shall replace the existing “KBSIL Code of Conduct for Prevention of Insider Trading” of the Company and shall come into force with effect from 1st April 2019. The objective of this Code is to lay down the process of dealing in securities of the Company by the employees and the Connected Persons and to regulate, monitor and report trading by the employees and the Connected Persons of the Company either on his/her own behalf or on behalf of their immediate relatives on the basis of unpublished price sensitive information.

PURPOSE AND APPLICABILITY

KBSIL endeavors to preserve the confidentiality of Un-published Price Sensitive Information and to prevent misuse of such information. KBSIL is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every promoter, director and employee who deals with Un-published Price Sensitive Information has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at KBSIL. There shall be no selective disclosure of information and KBSIL, every promoter, director and employee of KBSIL shall endeavor to ensure equal accessibility of information to all the stakeholders associated with the company and shall not use his or her position or knowledge of the information to gain personal benefit or to provide benefit to any third party.

“Policy for Determination of Legitimate Purposes”

Definitions:

For the purpose of this Code the following terms shall have the meanings assigned to them hereunder:

- i. **“Act”** means the Securities and Exchange Board of India Act, 1992.
- ii. **“Associates”** shall have the same meaning as assigned under the Companies Act, 2013 and the Rules framed thereunder.
- iii. **“Code” or “this Code”** shall mean the ‘Code for Prohibition of Insider Trading in the Securities of KBSIL’ as amended from time to time.
- iv. **“Company” or “the Company”** means “KBS INDIA LIMITED”
- v. **“Compliance Officer”** means the Compliance Officer appointed by the Board for the purpose of compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of this Code as well as the provisions of SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended from time to time, under the overall supervision of the Board.
- vi. **“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, -
 - a) an immediate relative of Connected Persons specified in clause (i); or
 - b) Associate or Subsidiary of the Company;

- c) 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 per cent of the holding or interest.
 - d) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - e) 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
 - f) a banker of the Company; or
 - g) an official or an employee of a self-regulatory organization recognised or authorized by the Board.
- vii. **“Debentures/Non-convertible Debentures”** shall mean the Non-convertible Debentures issued by the Company and listed on the Stock Exchanges.
- viii. **“Designated Persons”** shall mean the Designated Employees, their Immediate Relatives and their Connected Persons, notified as such by the Board in line with PIT regulations.

Designated Person

The term “designated person” shall consist of, Connected Persons who are:

- i. Directors of the Company, and
- ii. such Employees and Connected Persons (including representatives of the auditors, accountancy firms, law firms, analysts, consultants, etc.) as identified by the Compliance Officer in Consultation with the Board in line with the objectives of the Code.

“Designated Employees” shall mean the following:-

- a) Promoters / Directors / Key Managerial Personnel of KBSIL
- b) Employees in the Finance & Accounts, Risk & Internal Audit, Legal, Secretarial, Compliance, Treasury, Investor Relations, Human Resource, Business Excellence, Branding, IT and Team handling the Business & Operations, as may be determined by the Compliance Officer;.
- c) Specified Executives of Senior Management of KBS India Limited as decided by Managing Director & CEO from time to time, their Executive Assistants and the Secretaries., irrespective of their functional role in the Company or its material subsidiary or ability to have access to unpublished price sensitive information
- d) Specified functional personnel who deal with UPSI related to KBSIL, in regular course of activities
- e) Group Entities

- f) Permanent invitees to the meetings of the Board of Directors of the Company and such other Committees as may be constituted from time to time;
 - g) Such other persons as may be notified by the Compliance Officer from time to time.
 - h) Employees of material subsidiaries of the Company designated on the basis of their functional role or access to Unpublished Price Sensitive Information in the organization by their board of directors;
 - i) Any other Connected Person designated by the Company in consultation with the Compliance Officer based on their function and role; and
 - j) Immediate relatives of Promoters.
- ix. **"ESOP"s** shall mean Employee Stock Option Schemes of the Company announced from time to time.
- x. **"KBSIL Securities/Securities"** means Shares, Debentures and other securities as may be issued by the Company and listed on the Stock Exchanges.
- xi. **"Equity Shares/Shares"** means equity shares of the Company.
- xii. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis
- xiii. **"Immediate Relative"** means spouse and includes parents, siblings, and children 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 the Securities of KBSIL.
- xiv. **"Insider"** means any person who is:-
- i) a Connected Person; or
 - ii) in possession of or having access to the Unpublished Price Sensitive Information.
- xv. **"Insider Trading Regulations"** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- xvi. **'Stock Exchanges' or 'the Exchanges'** shall mean the Stock Exchanges where KBSIL Securities are listed.
- xvii. **"Subsidiaries"** shall have the same meaning as assigned under the Companies Act, 2013 and the Rules framed thereunder.
- xviii. **"Trading Day"** means a day on which the Stock Exchanges are open for trading.

- xix. **“Material Subsidiary”** shall have the meaning assigned to it under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment or modification thereof;
- xx. **“Key Managerial Personnel”** means person as defined in Section 2(51) of the Companies Act, 2013;
- xxi. **“Trading in Equity Shares of KBSIL”** means and includes an act of subscribing, buying, selling or dealing, agreeing to subscribe, buy, sell, deal in the KBSIL Securities"
- xxii. **“Unpublished Price Sensitive Information”** (abbreviated as “UPSI”) means any information that relates directly or indirectly to the Company and which if published is likely to materially affect the price of the Securities of KBSIL and shall include the following: -
- i) financial results;
 - ii) dividends;
 - iii) change in capital structure;
 - iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - v) changes in key managerial personnel; and
 - vi) material events in accordance with the listing agreement.
 - vii) such other information as may be specified by the Compliance Officer for this purpose.

The words and/or phrases which are not defined in this Code but are defined under the SEBI Act, 1992 or SEBI (Prohibition of Insider Trading) Regulations, 2015 or Companies Act, 1956, or Companies Act, 2013 as amended from time to time, shall have the same meaning as defined under the said Act and/or Regulations.

2. Compliance Officer

The Compliance Officer under this Code shall be the Compliance Officer of KBSIL and shall be responsible to administer the Code and monitor compliance with the Regulations.

The Compliance Officer shall report to the Board of Directors of the Company. The Compliance Officer under the overall supervision of the Board of Directors shall be responsible for:

- (i) Compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015, compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for preservation of UPSI
- (ii) Implementation of this Code as per the provisions of Insider Trading Regulations, as amended from time to time;

(iii) Pre-clearing of trades and/or trading plan of an employee and other connected persons in relation to the Company;

(iv) Monitoring of trades in the securities of the Company as per this Code and the Insider Trading Regulations.

(v) The Compliance officer shall place a report on the adherence to the provisions of this Code before the Chairman of the Audit Committee on a quarterly basis. The reporting under this Code shall also be done to the Board of Directors.

(vi) The Compliance Officer shall assist all the Designated Employees and the Connected Persons in addressing any clarifications regarding this Code and the Insider Trading Regulations.

3. Applicability of the Code:

The Code shall be applicable to all the employees of KBS INDIA LIMITED and the Connected Persons which shall include employees of subsidiaries and associates of the company. This Code has been prepared by adopting the standards set out in Schedule A and Schedule B of the Regulations, as amended, in order to regulate, monitor and report trading by its employees and other Connected Persons towards achieving compliance with the Regulations.

This Code shall apply to all Insiders and Designated Persons.

RESTRICTION ON COMMUNICATIONS AND TRADING BY INSIDERS

3.1) Communication or procurement of Unpublished Price Sensitive Information.

a). Notwithstanding anything contained in this Code, an Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would -

i. 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;

ii) 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.

b) For the purpose of clause 3.1.a. above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of 3.1.a. above, and shall not otherwise trade in securities of the Company when in possession of Unpublished Price Sensitive Information.

3.2 Policy for determination of "Legitimate Purposes"

In line with clause 2A of Regulation 3 of Regulations and any modification(s) / amendment(s) thereto, Policy for determination of legitimate purposes is as under:

- a. "Legitimate purpose" shall mean Sharing of unpublished price sensitive information in the course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
- b. No insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to securities of the Company or securities proposed to be listed by the Company, to any person including other insiders except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.
- c. No person shall procure from or cause the communication by any insider of Unpublished Price Sensitive Information, relating to securities of the Company or securities proposed to be listed by the Company, except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.
- d. Any person in receipt of Unpublished Price Sensitive Information pursuant to Legitimate Purpose shall be considered an insider for the purpose of this Code and due notice shall be given to such persons to maintain confidentiality of Unpublished Price Sensitive Information in compliance with the Regulations. Such person is also required to ensure the confidentiality of unpublished price sensitive information shared with him, in compliance with the Regulations.
- e. Unpublished Price Sensitive Information, such as Financial Results, declaration of Dividends, proposal of Corporate Restructuring, diversification, expansion acquisition in the stake of other entities, change in KMP's, etc. shall be handled within the Company on a need-to-know basis, and the same should be disclosed only to those who need such information to discharge their duties or legal obligations by virtue of their respective role and function, whose possession of such information will not give rise to a conflict of interest or appearance of misuse of such information.
- f. A structured digital database shall be maintained containing the names of such persons or entities, as the case may be, with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to secure such database. Documents containing confidential information shall be kept secured. Computer files must have adequate security login and password, etc.
- g. Trading by insiders including promoters, non-individual insiders when in possession of Unpublished Price Sensitive Information shall be governed by Regulation 4 of the Regulations.

4. DISCLOSURE OF TRADING BY INSIDERS

4.1 General Provisions

- a. Every public disclosure shall be made in the Form/s as prescribed under the Regulations from time to time.
- b. The disclosures to be made by any person under this Code and, or, the Regulations shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- c. The disclosure of trading in securities shall also include trading in

derivatives of securities and traded value of the derivatives shall be taken into account. Provided that trading in derivatives of securities is permitted by any law for the time being in force.

- d. The disclosures made under this Part shall be maintained by the Company, for a minimum period of five years, in such form as may be specified.

4.2 Disclosures by certain persons

a. Initial Disclosures

Every person on appointment as a Director or a Key Managerial Personnel of the Company or upon becoming a Promoter or a member of the Promoter Group shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter or a member of the Promoter Group, to the Company, within seven days of such appointment or becoming a Promoter or member of the Promoter Group. Such disclosure shall be made in the format prescribed under the Regulations, as amended from time to time and set out in Form A;

b. Continual Disclosures

i. Every employee of the Company, Designated Person and member of the Promoter Group 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 Rs. 10 lacs. Such disclosure shall be made in the format prescribed under the Regulations, as amended from time to time and set out in Form B. For avoidance of doubt, it is clarified that acquisition or disposal would include creation, revocation or invocation of pledge of the securities.

ii. The Compliance Officer of the 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-code, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause b. i. above.

c. Disclosures by other Connected Persons

The Company may at its own 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 this Code and the Regulations. Such disclosure shall be made in the format prescribed under the Regulations, as amended from time to time and set out in Form C.

4. Preservation of Unpublished Price Sensitive Information

- 4.1 No Insider shall either on his own behalf or on behalf of any other person, trade in the Securities of KBSIL when in possession of any UPSI.

No Insider shall communicate, counsel, provide or allow access to any UPSI to any person while in possession of such Unpublished Price Sensitive Information.

UPSI is to be handled on a "need to know" basis, i.e. such UPSI should not be disclosed except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations and whose possession of such information will not give rise to a conflict of interest or misuse of the information and subject to any undertaking/disclosure that may be required to be provided to the Compliance Officer.

In case, the UPSI is being disclosed to person(s) who is not an employee of the Company, then such person(s) shall be required to enter into a Confidentiality Agreement with the Company in the format as may be prescribed by the Company.

Insiders shall maintain the confidentiality of all UPSI and shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of KBSIL.

Chinese Wall

- a. To prevent the misuse of confidential information, the Company has laid down Chinese Wall procedures which separate those areas of Company that routinely have access to confidential information, considered "inside areas" from those which provide support services and teams of sales and marketing, considered "public areas".
- b. The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.
- c. The Company shall have process of maintaining securely, computer files containing confidential information and physical storage of documents relating to UPSI.
- d. All Unpublished Price Sensitive Information is to be handled on "need to know basis", i.e., 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.
- e. All the non-public information directly received by any employee should immediately be reported to the head of the department. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

5. Prevention of misuse of Price Sensitive Information

5.1 All Designated Persons and their Immediate Relatives shall be subject to the trading restrictions as enumerated below.

5.2 Trading Window

The Designated Persons and their Immediate Relatives shall trade in Securities ONLY during a specific trading period called "Trading Window" to be specified by the Company.

Trading Window shall be closed during the following periods:

- (i) 7 days (or such other period as the Compliance Officer may determine) prior to the meeting at which the financial results shall be considered by the Board;
- (ii) In respect of the other Unpublished Price Sensitive Information, the Trading Window shall be closed during the period as may be notified by the Compliance Officer from time to time; and

The Compliance Officer shall have the power to close the Trading Window for such purposes and for such period as he may deem fit and notified from time to time.

The Designated Persons, their Immediate Relatives and Connected Persons shall conduct all their Trading in KBSIL Securities during a valid Trading Window and shall not trade in KBSIL Securities during the period when Trading Window is closed or during any other period as may be specified from time to time.

The Trading Window shall be opened 48 hours after the information referred to above is made public or such other period as the Compliance Officer shall specify from time to time.

An Insider who is handling any matter pertaining to the Unpublished Price Sensitive Information, shall not trade in KBSIL Securities till the UPSI is made public.

Any person, their Immediate Relatives and Connected Persons shall not trade in KBSIL securities if such person is in possession of UPSI relating to the security.

In case of ESOPs, exercise of options shall be allowed during the period when the Trading Window is closed. The Company can allot the Securities on exercise of the ESOPs, during the period the Trading Window is closed. However, sale of Shares allotted on the exercise of ESOPs shall not be allowed when the Trading Window is closed.

Pledge/ release/invocation of pledge

An Insider will be allowed to pledge the KBSIL Securities for personal purpose or release the pledge created when the Trading window is closed. Invocation of pledge for enforcement of security will also be allowed when the Trading window is closed. This will be subject to such undertakings, confirmations, undertakings that is required to be executed before such action of pledge/ release/invocation. The Insider will be solely responsible for any liability that may arise out of this action.

5.3 Pre-clearance of trades

All Designated persons who intend to trade in KBSIL securities either in their own name or in the name of their Immediate Relatives or the Connected Persons, should pre-clear the transactions, by making an application in the prescribed form as specified in Annexure No: 1 confirming that they do not possess any UPSI to the Compliance Officer. The Compliance Officer shall have the authority to seek further information/clarification to ensure that the subject declaration is accurate

Employees and their Immediate Relatives, other than Designated Persons shall pre-clear the transactions, by making an application in the prescribed form as specified in Annexure No: 1, to the Compliance Officer in case they intend to trade in amount exceeding Rs. 500000 (Five lakhs rupees).

In case, Compliance Officer wishes to deal in the securities of KBSIL, the pre clearance should be obtained from the Executive Director.

However, no approval for trading in the securities of the Company shall be granted when the trading window is closed.

The Designated Persons after executing the transaction for which the pre clearance approval was obtained shall submit a report of the trades as executed / not executed in the prescribed format at Annexure 2 within a period of seven (7) working days from the date of execution of subject transaction to the Compliance Officer or after expiry of seven (7) working days for trades not executed.

Pre clearance of trades of spouse is required; even if such spouse of the Designated Person is financially independent and does not consult such person in taking decisions relating to trading in securities.

5.4 Other restrictions

The Designated Persons and their Immediate Relatives shall execute their order in respect of Securities of KBSIL on the same day of approval of pre-clearance. If the order is not so executed after the approval is given, the Designated Persons and their Immediate Relatives must seek a fresh pre-clearance approval.

The Designated Persons and their Immediate Relatives shall not take positions in derivative transactions in the KBSIL Securities at any time, if and when the derivative contracts of KBSIL securities are introduced by Exchanges at any point of time. Trading in Index Futures or such other derivatives where KBSIL share is part of such derivatives will not be governed by this Code.

The Designated Persons shall hold their investments in securities for a minimum period of six months irrespective of mode of acquisition in order to be considered as being held for investment purposes. The Designated Persons permitted to trade shall not be permitted to execute a contra trade within a period of six months from the date of said trade. The restriction on contra trades shall not be applicable for trades pursuant to exercise of stock options.

In case the sale of securities is necessitated by personal emergency, the Compliance Officer may waive the holding period after recording in writing his or her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer in the format set out in Form E, as amended from time to time.

5.5 Opposite Transactions/Contra Trade

The Designated Persons and their Immediate Relative, who buys or sells any number of Securities of the Company shall not enter into an opposite transaction i.e. sell or buy any number of Securities during the next six months following the prior transaction.

The calculation shall be made on LIFO basis

The securities acquired by way of exercise of ESOPs shall not be considered as purchase/ trading for the purposes of this Code. However, once the Shares acquired on exercise of the ESOPs are sold, the restriction on buying would become applicable for the next six months.

The aforesaid restriction (contra trade) shall not apply in respect of Buy back offers, open offers, rights issues, FPOs, bonus, split, consolidation and other related corporate actions.

In the event, an opposite trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

In case the sale of securities is necessitated by personal emergency, the Compliance Officer is empowered to grant relaxation from strict application of such a restriction, after recording in writing the reasons for grant of such relaxations. The Designated Persons seeking waiver of the contra period must make an application citing the reasons thereof, to the Compliance Officer in the prescribed form as specified in Annexure 3.

5.6 Trading Plan

For trading in KBSIL Securities, an Insider who are perpetually in possession of UPSI, shall be entitled to formulate a Trading Plan (the Plan) and present it to the Compliance Officer for approval, pursuant to which trades may be carried out on his behalf.

Such Plan shall be formulated in accordance with and governed by the Insider Trading Regulations. Pursuant to the Trading Plan, such an insider :-

(a) shall not commence trading for a period of 6 months from the date of public disclosure of the plan.

(b) cannot trade from the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Company

i.e. 20 trading days before June 30, Sept 30, Dec 31 and March 31 and up to 2 trading days after the disclosure of the financial results for such period.

(c) shall submit a trading plan for at least 12 months

(d) cannot submit a trading plan for a period during which another trading plan in existence overlaps.

(e) shall not use the trading plan for market manipulation, abuse or any unfair trade practice in the securities market.

Such Trading Plan shall 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;

The Compliance Officer shall review the 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. Upon approval of the Plan, the Compliance Officer shall notify the same to the Exchanges.

The Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the same, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the Plan.

The implementation of the Plan shall not commence 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 so as to avoid a violation of the Insider Trading Regulations.

Upon approval, the Compliance Officer shall notify the Trading Plan to the stock exchanges on which the securities of KBSIL are listed.

6. Reporting Requirements for transactions in securities

6.1 The Promoters and Designated Persons will be required to disclose to the Compliance Officer,

6.1.1 the number of KBSIL Securities held by the them and their Immediate Relatives, in the prescribed form as at Annexure 4, within 7 days from the date of joining the Company

6.1.2 Where the aggregate of the market value of the KBSIL Shares traded by them or their Immediate Relatives during a calendar quarter exceed Rs. 10,00,000 (Rupees Ten Lakhs), the necessary disclosures in the prescribed form as at Annexure 5, under the SEBI Insider Trading Regulations, shall be made to the Company (addressed to the Compliance Officer) within a period of 2 working Days of such trade.

6.1.3 Where the aggregate market value of the KBSIL Non-convertible Debentures to be traded during a calendar quarter exceed Rs. 10,00,000 (Rupees Ten Lakhs), the necessary disclosures in the prescribed form as at Annexure 5, under the SEBI Insider Trading Regulations, shall be made to the Company (addressed to the Compliance Officer) within a period of 2 working Days of such trade.

The Disclosure of the incremental transactions after any disclosure under this Clause shall be made when the transactions effected after the prior disclosure crosses the threshold specified.

6.2 The Compliance Officer shall place before the Chairman of the Audit Committee on a quarterly basis and at such frequency as may be decided, details of the Reports on Trading in Securities of KBSIL by the Designated Persons.

6.3 The Compliance Officer shall maintain records of all the declarations in appropriate forms given by the Designated Persons for a minimum period of 10 years.

7. Disclosure By The Company

The Company shall notify the particulars of such trading to the Stock Exchange(s) on which the securities are listed within two trading days of receipt of the disclosure above or from the date of becoming aware of such information.

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.

The Compliance Officer shall place before the Board of Directors, on a quarterly basis all the details of the dealing in the securities by the Designated Persons of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this Code.

8. Penalty for contravention of the Code

Any Designated Person who trades in securities or communicates any Information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

The Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which would be determined by the Managing Director, based on the recommendations of a committee set up for this purpose. The penalty may include suspension, ineligibility for future participation in employee stock option plans, etc.

The action taken by the Company shall not preclude SEBI from taking any action in case of violation of the Insider Trading Regulations.

The Company shall follow the policies and procedures formulated for inquiry in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information and accordingly initiate appropriate inquiries on becoming aware of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

Any Designated Person, who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action will be taken by the Company.

Designated Persons of the Company who violate this Code shall also be subject to disciplinary

action by the Company, which may include wage salary freeze, suspension, withholding of promotions, recovery, clawback, etc. The action by the Company shall not preclude SEBI from taking any action in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

9. **Amendment to Code**

The Board of Directors of the Company reserves the right to add, amend, modify this Code as and when it deems appropriate.

10. **Savings Clause:**

If any rules under the Code are in conflict with or inconsistent with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, then the SEBI (Prohibition of Insider Trading) Regulations, 2015 as modified/amended from time to time, shall prevail and shall be deemed to have been included in this Code.

CODE OF CORPORATE DISCLOSURE PRACTICES FOR PREVENTION OF INSIDER TRADING

1. Appointment of Chief Investment Relations Officer (CIRO):

The Chief Executive Officer (CEO) & Managing Director (MD) of the Company shall designate a Senior Employee as 'The Chief Investor Relations Officer' to deal with dissemination of information and disclosure of UPSI. He shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of unpublished price sensitive information to stock exchanges, analysts, shareholders and media.

The Compliance Officer of KBSIL shall be designated as CIRO of KBSIL.

The Chief Investor Relations Officer/ Compliance Officer shall in consultation with the CEO and MD, make appropriate disclosures to the Stock Exchanges(s).

2. Corporate Disclosure Policy

To ensure timely and adequate disclosure of price sensitive information, the following norms shall be followed.

i. Prompt disclosure of price sensitive information

Price sensitive information shall be given by the Company to stock exchanges as and when required.

ii. Responding to market rumours

'The Chief Investor Relations Officer/ Compliance Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

3. Disclosure/dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors

The Company should follow the guidelines given hereunder while dealing with analysts and Institutional investors: -

(i) Only Public information to be provided

The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst can be uploaded on the Company's website.

(ii) Handling of unanticipated questions

The Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated

questions may be taken notice of and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.

(iii) Simultaneous release of Information

When the Company organizes meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meet. The Company may also consider live web casting of analyst meets.

4. Medium of disclosure/dissemination

- (i)** Disclosure/dissemination of information may be done through various media for quick dissemination.
- (ii)** The Company shall ensure that disclosure to stock exchanges is made promptly.
- (iii)** The Company may also facilitate disclosure through the website.
- (iv)** The Company websites may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

THIS POLICY IS ONLY AN INTERNAL CODE AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF EACH EMPLOYEE TO ENSURE COMPLIANCE OF SEBI GUIDELINES AND OTHER RELATED STATUTES FULLY.

Annexures

Annexure 1

KBS INDIA LTD - INVESTMENT REQUEST FORM

Name of Employee : Client Code :

Name of the Company : Client Name :

Dept. /Section : Date :

Sr. No.	Name of security	Date of earlier opposite transaction (contra trade)	Buy/Sell	Quantity	Price Limit (not including brokerage)
1					
2					
3					
4					
5					

Note: Orders are valid for ONE day only

DECLARATION

I hereby declare and undertake that;

- a) I have read and understood the Compliance Rules set by the KBS India Limited with regard to investments by employees and the above transaction(s) is/are not in contravention of the same.
- b) I am not in receipt of any "Unpublished Price Sensitive Information" meaning any information which relates directly or indirectly to the above mentioned security/securities and which if published is likely to materially affect the price of securities of the above mentioned security/securities
- c) In case I have access to or receive any "Unpublished Price Sensitive Information" before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and I shall completely refrain from dealing in the Securities of the Client Company till the time such information becomes public.
- d) The intended transaction is on my account or dependent family member's account or Concern(s), Firm(s), Company(s), HUF(s), Trust(s) or Association of persons in which the persons to whom this policy is applicable has a stake of more than 10%.
- e) The said transaction is not on account of any other third party.
- f) I have not availed any finance from any Group Company for subscribing to the IPO/FPO/Rights Issue lead managed by KBS India Limited or where KBS India Limited is Syndicate Member.
- g) The securities purchased shall be credited to such DP IDs as registered with the company. The securities sold shall be transferred from such DP IDs as registered with the company.
- h) All sell and purchase transactions in securities are for minimum holding / contra trade period, as applicable for securities held by me or my Immediate Relatives and my / their Connected Persons.

- i) All F & O contract shall be held by me for minimum period as applicable for securities held by me or my Immediate Relatives and my / their Connected Persons.
- j) I undertake to report all such decisions alongwith the reasons to Compliance for not executing or partially executing trades after obtaining the pre-clearance.
- k) I understand and acknowledge that should a contra trade be executed by me, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund.

Signature of Approver

Signature of Employee

Approved By: _____

Date of Approval : _____

Compliance Control No. _____

Annexure 2
FORMAT FOR REPORTING OF PRE APPROVED TRANSACTIONS/DECISIONS NOT TO TRADE AFTER SECURING PRE-CLEARANCE

Date: _____

The Compliance Officer,
 KBS India Limited

Dear Sir/ Madam,

- I hereby inform you that I have bought/sold securities as given below.
- I request you to please take on the record the reasons for not executing/partially executing trades after obtaining pre-clearance along with the reasons for such decisions.

(Tick the appropriate above and strike off the not applicable part)

Given below are the necessary details required for your perusal.

Sr. No.	Date of Approval	Approval Taken for (Self/Immediate Relative/Connected Person) Specify name	Name of Security	Buy / Sell	Approval taken for Quantity	Quantity executed	Reason for not executing/ partially executing trade

Thanking you,

Yours faithfully,

Name of the Employee: _____

Employee Code _____

Signature _____

Name of the Company: _____

Department: _____

Annexure 3

APPLICATION FOR WAIVER OF CONTRA TRADE PERIOD

Date: _____

The Compliance Officer,
KBS India Limited

Dear Sir/ Madam,

I request you to grant me waiver of the contra trade period of six months as required under the Code Of Conduct For Prevention Prohibition Of Insider Trading In The Securities Of KBS India Limited with respect to _____(no. of securities) of _____(name of the Company) held by me /

_____ (name of the Immediate Relative and Connected Person) or singly/jointly acquired by me / my Immediate Relative and Connected Persons on _____(Date). I desire to deal in the said securities on account of _____(give reasons).

Given below are the necessary details required for your perusal.

Name of the broker with whom account held _____

Trading Account Code _____ Date of purchase of securities _____

Thanking you,

Yours faithfully,

Name of the Employee: _____

Signature _____

Name of the Company: _____ **Department:** _____

Annexure 4
Details of share holdings

Name of the Employee: _____

Department: _____

Date: _____

Name of the client:			Demat a/c number:
Relation with employee:			
Name of the DP:			
Sr. no.	Date of purchase	Name of the Security	No. of securities purchased
1			

Signature of the Employee: _____

Annexure 5

Format for reporting by employees of transactions exceeding Rs. 10 lakhs in a calendar quarter under SEBI (Prohibition of Insider Trading) Regulations, 2015 (Regulation 7 (2))

Details of acquisitions in a calendar quarter of securities of KBSIL by Promoter, Director or Employee and his immediate Relatives.

Name & Address of Promoter/Director/Employee	No. & % of shares/voting rights held by the Promoter/Director/Employee	Date of receipt of allotment advice /acquisition / sale of shares/voting rights	Date of intimation to company	Mode of acquisition (market purchase/public/rights/preferential offer etc.)	No. & % of shares /post acquisition/voting rights sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value

Employee Name :

Employee Code :

Designation:

Date :

Signature