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**Code of Conduct to regulate, monitor and report trading by  
its designated persons and immediate relatives of designated  
persons of**

**KABRA  
EXTRUSIONTECHNIK  
LIMITED**

**as prescribed under Regulation 9 of SEBI (Prohibition of  
Insider Trading) Regulations, 2015 and amendment  
Regulations, 2018**

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## **I. Statutory Obligation**

Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "the said regulations") provides that the Board of Directors of every listed company and market intermediary shall formulate a Code of Conduct to regulate, monitor and report trading by its employees and other connected persons.

Every other person who is required to handle unpublished price sensitive information in the course of business shall formulate said code for the said purpose.

## **II. Objectives**

This code applies to the insider and intends to preserve the confidentiality of unpublished price sensitive information to prevent misuse of such information. This code intends to serve as guideline to be observed by all the connected and designated persons of the Company while dealing in equity shares of the Company.

## **III. Definitions**

The following words shall have the meaning as defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time:

**"Listed Company"** means M/s. Kabra Extrusiontechnik Limited

**"Compliance Officer"** means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;

Compliance Officer for the purpose of administration of the Code of Conduct and other requirements shall be the following:

- (1) Chief Executive Officer
- (2) Chief Financial Officer
- (3) Company Secretary
- (4) Head of Accounts at Plant Office

**"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) 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 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 per cent. of the holding or interest;

**“Designated Persons mean**

- a) All Directors and their immediate family members;
- b) Key Managerial Personnel;
- c) Other Employees upto two level below the Chief Executive Officer of the Company and its material subsidiaries, irrespective of their functional role in the Company or ability to have access to Unpublished Price Sensitive Information;
- d) Any support staff of the Company, intermediary of fiduciary such as IT staff, secretarial staff, legal staff, who have access to Unpublished Price Sensitive Information;
- e) Connected Person as may be identified by the Compliance officer in consultation with the Board in line with the objectives of the code

**“Financially literate”** shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.”

**“generally available information”** means information that is accessible to the public on a non-discriminatory basis;

**“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;

**“Insider”** means any person who is:

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information;

**“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 these regulations.”

**“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

**“promoter group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

**“Proposed to be listed”** shall include securities of an unlisted company:

- (i) if such unlisted company has filed offer documents or other documents, as the case may be, with the Board, stock exchange(s) or registrar of companies in connection with the listing; or
- (ii) if such unlisted company is getting listed pursuant to any merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013; ”

**"Unpublished price sensitive information"** 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 and such other transactions; and
- (v) change in key managerial personnel;

**"Material Financial Relationship"** shall mean shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.

**"Trading"** means and includes subscribing, redeeming, switching, buying, selling, dealing or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities and "trade" shall be construed accordingly

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

**"Securities"** means Equity Shares of Kabra Extrusiontechnik Ltd. of Rs. 5/- each

**"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.

Further, words and expressions used and not defined in the Regulations but defined in the Act, the SEBI (Prohibition of Insider Trading ) Regulations, 2015, the Securities Contract (Regulations) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and Rules and Regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

#### **IV. Formulation and applicability of an Internal Code of Conduct governing dealing in securities of the Company**

This code of conduct governing dealing in securities of the Company is formulated adopting the minimum standards set out in schedule B to the SEBI (Prohibition of Insider Trading) Regulations, 2015

This code shall be applicable in general to all the connected person as defined in these regulations and particularly to the persons designated for the purpose based on their functional role and their immediate relatives as listed herein below:

#### **V. Compliance Officer**

The Compliance officer shall place status report before the Audit Committee or Board detailing trading in the securities by the Designated Persons along with the documents that such persons had executed in accordance with the pre-trading procedure prescribed under the code at least once in a year.

## **VI. Restriction on communication and trading by insiders**

### Communication or procurement of unpublished price sensitive information

- a) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or its securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- b) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or its listed securities except in furtherance of legitimate purposes as defined, performance of duties or discharge of legal obligations.

### Exemptions to communicate the UPSI

- a) 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 listed company is of informed opinion that the sharing of such information is in the best interests of the company; or
  - ii) not attracting the obligation to make an open offer under the takeover regulations but where the board of directors of the listed company is of informed opinion that the 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.

### Digital Data Base

A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom UPSI is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

## **VII. Trading when in possession of unpublished price sensitive information**

- a) No insider shall trade in securities of the Company that are listed or proposed to be listed on a Stock Exchange(s) when in possession of UPSI.

When a person who has traded in securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession

Provided that the insider may prove his innocence by demonstrating the circumstances including the following:

- i. the transaction is an off-market *inter-se* transfer between Insiders who were in possession of the same unpublished price sensitive information without being in breach of restrictions imposed on communication and trading by insiders and both parties had made a conscious and informed trade decision;

Provided that such UPSI was not obtained under SEBI Takeover Regulations where board is informed about sharing of such information is in the best interest of the Company.

Provided further that such off-market trades shall 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.

- ii. the 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 restrictions imposed on communication and trading by insiders and both parties had made a conscious and informed trade decision;

Provided that such UPSI was not obtained by either person under SEBI Takeover Regulations where board is informed about sharing of such information is in the best interest of the Company.

- iii. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- iv. 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.
- v. in the case of non-individual insiders:–
  - (a) the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
  - (b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no UPSI 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;
- vi. trades were pursuant to a trading plan set up in accordance with the Regulations/Code.
  - (a) In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.
  - (b) The Board shall specify such standards and requirements, from time to time, as it may deem necessary for the purpose of this Code.

#### **VIII. Threshold [fixed based on disclosure requirement as per Regulation 7(2)(b)]**

Every designated person intending to deal in equity shares of the Company aggregates to a traded value in excess of ten lakhs rupees or 75000 shares or 1% of total shareholding which is lower, whether in one transaction or a series of transactions, over any calendar quarter shall seek pre-clearance approval as prescribed.

#### **IX. Trading Window**

- The Company shall specify a closure of trading period to be called “Trading Window Closure”. The trading window shall be closed during the time the Price Sensitive Information remains unpublished.

- The trading window closure shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results.
- The Designated Persons and their immediate relatives shall not trade during trading window closure.
- The Company takes up for consideration any UPSI or any other item that has material impact on the price of the securities of the Company, the same shall be intimated to Designated Persons and Insiders that such event shall be considered as Trading Window Closure.
- The Compliance Officer shall by way of e-mail, communicate the period of trading window closure to the Designated Persons, which shall normally commence two days prior to the day of Board Meeting (other than Board Meeting for Unaudited results) and remain closed for forty-eight (48) hours after the information becomes generally available. The onus will be on the Designated Persons to communicate the trading window closure to their immediate relatives.

Note : All the Designated Person shall be require to submit their personal information to the Compliance Officer upon being identified as a Designated Person, annually thereafter and as and when information changes. **(Form I and VII)**

**The trading window will be closed, inter alia, at the time of:**

1. Declaration of financial results of the Company (quarterly, half-yearly and annual).
2. Declaration of Dividend (Interim & Final)
3. Issue of securities by way of public/ rights, bonus etc.
4. Any major expansion plans or execution of new projects.
5. Amalgamation, mergers, takeovers and buy back.
6. Disposal of whole or substantially whole of the undertaking.
7. Any changes in policies, plans, operations of the company.
8. Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company.

All connected persons shall conduct all their dealing in the securities of the company only when the trading window is open and shall not deal in any transaction involving the purchase or sale of the company's securities during the periods when trading window is closed or during any other period as may be specified by the Company from time to time.

**X. Trading Plans**

- a) An insider is entitled to formulate a trading plan for dealing in securities of the company 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.
- b) 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.

- c) The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these 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.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

- d) The trading plan once approved shall be irrevocable and the insider 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.

However, 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.

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

## **XI. Pre-Clearance of Trades**

- a) When the trading window is open, the Connected, Designated persons and their immediate relatives, who intend to deal in the securities of the Company above thresholds stipulated by the Board of Directors should pre-clear the transaction in accordance with procedure laid down herein below :

- 1) An application for pre- clearance shall be made **3 days in advance** in duplicate in **Form - II** to the Compliance Officer indicating the
  - i. estimated number of securities to be traded
  - ii. the details as to the depository with which he / she has a security account
  - iii. the details as to the securities in such depository mode and
  - iv. such other details as may be required by any rule made by the company in this behalf.

The Compliance officer shall on receiving an application provide an acknowledgement on the duplicate of the application. The Compliance officer shall retain copies of all applications and acknowledgements.

1. An undertaking shall be executed in **Form - III** in favour of the Company by designated person;
2. The Compliance officer shall grant approval in **Form - IV** within 2 days from the date of acknowledgement.
3. In exceptional circumstances consent may not be given if the Compliance officer is of the opinion that the proposed deal is on the possession of any unpublished price sensitive information. There shall be no obligation to give reasons for any withholding of consent.

- (A) Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- (B) Pre-cleared trades have to be executed by the designated person within a period of not more than seven trading days from the date of pre-clearance failing which fresh pre-clearance would be needed for the trades to be executed.
- (C) Designated person who is permitted to trade shall not execute a contra-trade for a period of six months from the date of execution of trade in respect of which pre-clearance was accorded. In case, if contra trade is executed, inadvertently or otherwise, in violation of aforesaid restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Education and Protection Fund administered by the Board under the SEBI Act, 1992.
- (D) In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- (E) The Compliance officer may consider to grant relaxation from the said compliance upon receipt of request from the applicant, specifying the reason therefor without violating the provisions of the said SEBI Regulations in this behalf. However, no such sale will be permitted when the Trading window is closed. Application Form is **Form - V**

## **XII. Other Restrictions**

- (1) The disclosures to be made by any person under this code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- (2) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this code provided that trading in derivatives of securities is permitted by any law for the time being in force.
- (3) The disclosures made under this code shall be maintained by the company, for a minimum period of five years.

## **XIII. DISCLOSURE REQUIREMENT**

<b>Periodicity of Disclosure</b>	<b>Disclosure Requirement</b>	<b>Time Period within which disclosure is to be made</b>
Every person on appointment as a KMP or Director or upon becoming Promoter or Member of Promoter Group	Number of Securities held (Format as per Annexure-I) in the format prescribed under the Regulations in Form B	Within 7 days of such appointment or becoming a Promoter or Member of Promoter Group or KMP or Director
Continual Disclosure by Promoter, Member of Promoter Group, Employee and Director of the Company or Designated Persons if the value of transactions over any calendar quarter aggregates Rs. 10 lakhs or more.	Details of Securities acquired or disposed off (Format as per Annexure- II) in the format prescribed under the Regulations in Form C.	Within 2 Trading Days of such transaction

Disclosure of Transactions by Other connected persons as identified by the Company	Details of Securities acquired or disposed off (Format as per Annexure-III) Form D	Within 2 Trading Days of such transaction
Annual Disclosure by all Promoters, KMP, Directors and Designated Person and their immediate relatives	Number of Securities held (Format as per Form VII )	Annual disclosure of number of Securities held as on March 31, shall be made within 15 days.

#### **XIV. Principle of Fair Disclosure for purpose of Code of Practices and Procedure for fair Disclosure of UPSI**

- (a) All UPSI must be treated with utmost confidentiality by the insiders and recipient who receive UPSI for legitimate purpose and adequate measures shall be taken to ensure to maintain the same.
- (b) UPSI shall be disclosed solely on a 'need to know' basis. This entails that UPSI should only shared with individuals within the Company who require the information to fulfil their responsibilities and whose possession of such information will not create a conflict of interest.
- (c) No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- (d) Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors.

The following guidelines shall be followed while dealing with analysts and institutional investors

1. Only public information to be provided.
2. At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
3. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
4. Simultaneous release of information after every such meet.

Policy and procedure for enquiry of leak or suspected leak of unpublished price sensitive information alongwith the process on how and when people are brought inside on sensitive information are set out in the Company's Policy and Procedure for inquiry in case of leak/ suspected leak of Unpublished Price Sensitive Information as specified in Schedule I

#### **XV. Reporting**

The Compliance Officer shall report to the Board of Directors and in particular to the Chairman of the Audit Committee regarding trading by the insider which shall inter-alia include, the particulars of the –

- (i) Number of applications received and cleared
- (ii) Compliance by the applicant regarding dealing
- (iii) Number of shares bought/sold
- (iv) Number of applications received for relaxation

## **XVI. Penalty**

- a) Any Designated Persons who engages in trading securities or communications information for trading in securities in violation of the Code of Conduct may face penalties and appropriate actions by the Company.
- b) Such person may be subject to disciplinary measures by the Company, including but not limited to wage or salary freeze, suspension, withholding of promotions, recovery, claw back, monetary fine, ineligibility for future participation of ESOP etc.
- c) The action by the company shall not preclude SEBI from taking any action in case of violation of Regulation viz. from imposing any penalty / punishment / directions as provided in the said SEBI Regulations
- d) If it is observed by the Company / Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, the Company will inform to the SEBI.

## **XVII. Disclaimer**

This Policy is only internal code of conduct and one of the measures to avoid insider trading. Every connected person is required to familiarize himself / themselves with the SEBI regulations as it will be their responsibility to ensure compliance.

In case SEBI Regulations are more stringent than those contained in the code, the same shall prevail.

**POLICY FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

*[Under Regulation 9A of Securities and Exchange Board of India (Prevention of Insider Trading) Regulations, 2015]*

**1. Background**

Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (“**SEBI PIT Regulations**”) mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

**2. Applicability**

This policy shall be applicable to all designated person and their immediate relatives. This policy shall be effective from April 1, 2019.

**3. Scope**

This Policy deals with-

- a) Formulating procedures for inquiry such as initiating inquiry, reporting, etc. in case of leak or suspected leak of UPSI.
- b) Strengthening the internal control system to prevent leak of UPSI.
- c) Penalizing any insider who appears to have found guilty of violating this policy.

**4. Definitions**

The definitions of some of the key terms used in the Policy are given below. Capitalized terms are not defined herein shall have the meaning assigned to them under the Code/SEBI PIT Regulations.

**“Leak of UPSI”** means communication of information which is/deemed to be UPSI by any person, who is in possession of UPSI, to any other person, directly or indirectly, overtly or covertly or in any manner whatsoever, except for legitimate purposes, performance of duties or discharge of legal obligations.

**“Suspect”** means the person or persons against or in relation to whom an inquiry is initiated in case of leak or suspected leak of UPSI.

**“Whistle Blower”** means an employee of a Company making a disclosure under the Whistle Blower Policy.

## **5. Procedure for inquiry in case of Leak or suspected Leak of UPSI**

### **a) Source of information relating to leak of UPSI**

The Ethics Counsellor/Chairman of Audit Committee may on becoming aware suo moto or on receipt of a written intimation of leak or suspected leak of UPSI from:

- the Suspect
- any other person, including employees of the Company
- regulators

Follow the below mentioned procedure in order to inquire and/or investigate the matter.

### **b) Preliminary Inquiry:**

The object of preliminary inquiry is fact-finding, to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to initiate further investigation/inquiry.

The Ethics Counsellor /Chairman of Audit Committee shall forthwith forward such intimation to CEO and/or CFO to conduct a preliminary inquiry headed by Compliance Officer. The said inquiry shall be completed within 2 working days from the date of receipt of such intimation and report thereof shall be circulated to the Chairman of Audit Committee/CEO/CFO and Compliance Officer.

### **c) Intimation of Leak or suspected Leak of UPSI**

If in the opinion of Chairman of Audit Committee/CEO/CFO and Compliance Officer, the preliminary inquiry report warrants further investigation, the same shall be submitted to:

- The Board of Directors
- Inquiry Committee for detailed investigation

The Compliance Officer shall simultaneously intimate SEBI about such Leak or suspected Leak of UPSI.

### **d) Inquiry Committee**

Inquiry Committee shall consist of the following persons or any person nominated by such officers from their department-

- Chief Financial Officer
- Head of Legal
- Head of Information Security
- Head of Human Resources
- Any other person nominated by Chief Executive Officer/Managing Director

If any member of Inquiry Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and other members of Inquiry Committee should deal with the matter on hand.

### **e) Investigation by Inquiry Committee**

Upon receipt of the report of the preliminary inquiry and all other supporting documents, the Inquiry Committee is required to initiate the investigation. The said investigation shall be completed within 15 working days from the date of receipt of report of the preliminary inquiry. The Inquiry Committee's investigation report shall be submitted to the Audit

Committee and summary report shall be submitted to Board immediately, and such report shall also be submitted to SEBI simultaneously.

## **6. Powers of the Inquiry Committee**

For purpose of conducting inquiry, the Inquiry Committee may:

- a) call upon
  - such employees/individuals to seek clarification or information pertaining to the leak.
  - persons / members of committees involved in generation of the original data for purpose of determination of key figures pertaining to financial figures.
  - persons involved in the consolidation of the figures for the financial results.
  - persons involved in the preparation of board notes and presentations.
  - persons involved in dissemination of information relating to financial results in the public domain.
  - any other persons who had access to the information.
  - any market intermediaries, fiduciaries and other person/ entities who have access to UPSI for inquiry conducted for leak of such UPSI.
- b) at its discretion, invite external investigators/experts.
- c) take necessary actions including sending the Suspect on leave, restrict physical access to the office premise, freeze access to systems, electronic devices, emails, etc., during the pendency of the investigations for fair conduct of the proceedings.
- d) keep the identity of the Suspect confidential till the completion of inquiry unless it is essentially required for the purpose of investigation.
- e) notify the Suspect of the allegations at the outset of internal investigation and provide him opportunity to represent his case and submit evidence.
- f) do all such acts, deeds, matters and things as are necessary for the purpose of conduct of internal investigation.

## **7. Rights and Obligations of the Suspect**

- a) The Suspect shall-
  - co-operate with the Inquiry Committee during the investigation process.
  - have a right to consult with a person or persons of their choice, other than members of Inquiry Committee.
  - right to be informed of the outcome of the investigation
- b) The Suspect(s) has the responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Suspects.
- c) Unless there are compelling reasons not to do so, Suspects will be given the opportunity to respond to material findings contained in investigation report. No allegation of wrongdoing against a Suspect shall be considered as maintainable unless there is good evidence in support of the allegation.

## **8. Consequences of non-compliance**

- a) On receipt of report of inquiry committee, the Compliance Officer shall forthwith forward such report to Audit Committee.

- b) The disciplinary action against Suspect may be taken within 15 working days from receipt of investigation report by the Audit Committee in consultation with the Board of Directors or any other person authorised by the Board.
- c) The disciplinary action may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in the Company's stock option plans or termination, as may be decided by the Audit Committee or the Board of Directors or any other person authorised by the Board.
- d) SEBI or any other appropriate regulatory authority would also be informed of such violation who may take appropriate action against the Suspect.

**9. Amendment**

The Board shall have power to amend any of the provisions of the Inquiry Policy, substitute any of the provisions with a new provision or replace the Inquiry Policy entirely with a new policy according to subsequent modification(s)/amendment(s) to the Regulations.

**INITIAL DISCLOSURE BY A DESIGNATED PERSON**

(Form I)

Date :

To,  
The Compliance Officer,  
**Kabra Extrusiontechnik Limited**  
Mumbai

Dear Sir / Madam,

My personal details are as under:

Name of Director/Officer/Designated Person	
Location	
Department	
Designation	
Date of Appointment	
Name of Educational Institutions	
Name of Past Employers	

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I hereby declare that I have the following Dependent(s)

Sr. No.	Name of the Immediate Relative	Relationship with Director / Officer / Designated Person

I hereby declare that I / my dependents

- Do not hold any Securities as on date
- Hold securities \_\_\_\_\_ (give description) as per the details given below :

Name of holder*	First or joint holder	Folio No. (physical form)	Holding	DP ID / Client ID (electronic form)	Holding

\*include holdings where Director/Officer/Designated Person or Immediate Relative is a joint holder

All DP IDs and Client Ids to be furnished even if no Securities of the Company are held.

I hereby undertake to inform the changes in the above details from time to time.

I hereby declare that the above details are true, correct and complete in all respects.

Signature:

Name:

**APPLICATION FOR PRE- CLEARANCE OF TRADE**

(Form II)

Date:

The Compliance officer,  
**Kabra Extrusiontechnik Limited**  
Mumbai.

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 for purchase / sale / subscription of the \_\_\_\_ Securities of the Company as per the details given below:

<b>Srl.</b>	<b>Particulars</b>	<b>Disclosure</b>
1.	Name of the Applicant	
2.	Designation	
3.	Number and value of securities in the Company held as on date (with Folio / DP ID / Client ID No.)	
4.	Nature of securities held	*Equity Shares / Debentures / Other Securities
5.	Mode in which the securities are held	
6.	The proposal is for	(a) Acquisition in the open market. (b) Subscription to the securities (c) Sale of securities
7.	Proposed date of dealing in securities	
8.	Nature of proposed dealing	Purchase / Sale of Securities
9.	Estimated number of securities proposed to be acquired / subscribed / sold	
10.	Price at which the transaction is proposed	
11.	Current market price (as on the date of application)	
12.	Whether the proposed transaction will be through stock exchange or off market deal	
13.	Proposed mode of dealing in securities	Physical / Dematerialised
14.	If securities are held / proposed to be dealt in dematerialised form - Name of the Depository DP ID Client ID	

Signature :

Place :

Date :

\*strike whichever is not applicable

**UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE OF  
TRADE IN THE SECURITIES OF THE COMPANY**

(Form III)

Date:

To  
The Compliance officer,  
**Kabra Extrusiontechnik Limited**  
1001, Fortune Terraces, Opp. Citi Mall,  
New Link Road, Andheri (West)  
Mumbai - 400 053

I \_\_\_\_\_ (Name, designation & Department) residing at \_\_\_\_\_ am desirous of dealing in \_\_\_\_ (nos.) equity shares/ debentures/ other securities of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

In respect of above dealing, I undertake that:

- a. I have no access or nor do I have any information that could be constructed as "Price Sensitive Information" upto the time of signing the undertaking.
- b. In the event I have access to or received any information that could be construed as "Price Sensitive Information" after the signing of this undertaking but before the execution of the transaction for which approval is sought, I shall inform the Compliance officer of the change in such position and shall completely refrain from dealing in the securities of the company till the time such information becomes public.
- c. I have not contravened the provisions of code of conduct for prevention of insider trading as notified by the company from time to time.
- d. I have made a full and true disclosure in the matter.
- e. I hereby declare that I shall execute my order in respect of securities of the Company within 7 days of the receipt of the approval of pre-clearance is given. If the order is not executed as required, I shall again apply for pre-clearance.
- f. I undertake to submit the necessary report within four days of execution of the transaction / a "Nil" report if the transaction is not undertaken.

Place:

Date:

Signature  
Employee Code:  
Department:

**PRE - CLEARANCE ORDER**  
(Form IV)

Date:

To  
The Applicant

This is to inform you that your request for dealing in \_\_\_\_\_ (no.) of shares of the Company as mentioned in your application is approved. Please note that the said transaction must be completed on or before \_\_\_\_ (date) that is within seven trading days from the date of this clearance.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

For **Kabra Extrusiontechnik Limited**

**Compliance Officer**

**Application for Waiver of holding period**  
(Form V)

Date:

The Compliance officer,  
**Kabra Extrusiontechnik Limited**  
Mumbai.

**Waiver of holding period for Securities**

Sir / Madam,

I have been identified as a Designated Person/Officer/Director of the Company for the purpose of Insider Trading Code. I have purchased \_\_\_\_\_ equity shares on \_\_\_\_\_, \_\_\_\_ due to the below mentioned reason, I wish to sell the securities before the end of 6 months from the date of purchase. Please grant me waiver with respect to the holding of securities for minimum period of 6 months.

Reason: (mention the reason for anticipating the waiver)

Thanking you,

Signature

Name:-

Designation:

Employee Code:

Department:

**Format of disclosure of dealings by Directors / Officers / Designated Persons and their Immediate Relatives**

*(To be submitted within 2 days of transactions / dealing in securities of the Company)*  
(Form VI)

Date:

The Compliance officer,  
**Kabra Extrusiontechnik Limited**  
Mumbai.

Dear Sir / Madam,

**STATEMENT OF DEALINGS IN SECURITIES OF KABRA EXTRUSIONTECHNIK LTD.**

During \_\_\_\_\_, I along with my immediate relative(s) have undertaken the following transaction(s) in the Securities of the Company:

Description of Security:

Name of Holder(s) with Folio Number / DP ID & Client ID	Nature of Transaction	Date of the Transaction	Number of Securities	Price at which Transaction undertaken	Holding post the Transaction

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(applicable in case of purchase / subscription).*

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Thanking you,

Signature

Name:-

Designation:

Employee Code:

Department:

**Format of Annual Statement of Holdings by Directors / Officers /  
Designated Persons and their Immediate Relatives**

(Form VII)

Date:

The Compliance officer,  
**Kabra Extrusiontechnik Limited**  
1001, Fortune Terraces, Opp. Citi Mall,  
New Link Road, Andheri (West)  
Mumbai - 400 053

Dear Sir / Madam,

**STATEMENT OF SHAREHOLDING IN KABRA EXTRUSIONTECHNIK LTD.**

As on \_\_\_\_, I along with my immediate relatives hold the Securities of the Company, details whereof are as under:

- 1) Name of the Designated Person:
- 2) Designation (for KMP and Employee):
- 3) Employee code (for KMP and Employee):
- 4) Department (for KMP and Employee):
- 5) Permanent Account Number (PAN):
- 6) Telephone, Mobile and Cell numbers:
- 7) Educational institutions from which graduated:
- 8) Name of past employer:
- 9) Details of immediate relatives in table below:

Name of Immediate relatives	Permanent Account Number	Contact details

- 10) Description of Security as on March 31, \_\_\_\_\_:

Name of Holder	Physical Holdings		Electronic Holdings		
	Folio No.	Total Holdings	DP ID.	Client ID	Total Holdings

Thanking you,

Signature

Name:-

Designation:

Employee Code:

Department:

**Annexure I  
FORM B**

**SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) - Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group**

Name of the company: Kabra Extrusiontechnik Limited

ISIN of the company: INE900B01029

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 immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Person (KMP /Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements, 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 on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts* lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name & Signature:

Designation:

Date:

Place:

**Annexure II**

**FORM C**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (2) read with Regulation 6(2) - Continual Disclosure]**

Name of the company: Kabra Extrusiontechnik Limited

ISIN of the company: INE900B01029

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons 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 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 on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

<b>Trading in derivatives (Specify type of contract, Futures or Options etc.)</b>						<b>Exchange on which the trade was executed</b>
<b>Type of contract</b>	<b>Contract specifications</b>	<b>Buy</b>		<b>Sell</b>		
		<b>Notional Value</b>	<b>Number of units (contracts * lot size)</b>	<b>Notional Value</b>	<b>Number of units (contracts * lot size)</b>	
16	17	18	19	20	21	22

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

Name & Signature:

Designation:

Date:

Place:

**Annexure III  
FORM D (Indicative format)**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
Regulation 7(3) - Transactions by Other connected persons as identified by the company**

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

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connecti on 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 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 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 on the securities of the company by other connected persons as identified by the company

<b>Trading in derivatives (Specify type of contract, Futures or Options etc.)</b>						<b>Exchange on which the trade was executed</b>
<b>Type of Contract</b>	<b>Contract specifications</b>	<b>Buy</b>		<b>Sell</b>		
		<b>Notional Value</b>	<b>Number of units (contracts * lot size)</b>	<b>Notional Value</b>	<b>Number of units (contracts * lot size)</b>	
16	17	18	19	20	21	22

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

Name:  
Signature:  
Place: