

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

LEGAL FRAMEWORK

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is framed by the Board of Directors of KLG Capital Services Limited (hereinafter referred to as the 'Company' or 'KLG') in accordance with the requirement of Regulation 8(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, which became effective from May 15, 2015.

DEFINITIONS

1. **"Act"** means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
2. **"Board of Directors"** or **"Board"** means the Board of Directors of the Company, as constituted from time to time.
3. **"Code"** means this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
4. **"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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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.
5. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis.
6. **"Unpublished price sensitive information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which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;
- v) changes in key managerial personnel; and
- vi) material events in accordance with the listing agreement..

PRINCIPLES OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. The Company shall ensure prompt public disclosure of the unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Company Secretary & Compliance Officer of the Company shall be designated as Chief Investor Relations Officer of the Company to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise, to make such information generally available.
5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company shall develop best practices to make transcripts or records of proceedings of Meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company shall handle all the unpublished price sensitive information on a need-to-know basis.

DISCLOSURES

This Code shall be disclosed on the website of the Company (www.klgcapital.com).

MISCELLANEOUS

Any terms used hereinabove but not defined shall have the same meaning ascribed to it in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the Rules and Regulations made thereunder.

AMENDMENT

Any subsequent amendment/modification in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and/or other applicable laws in this regard shall automatically apply to this Code.

Further, the Board may amend this Code as and when it deems fit.
