

# kaveri seed company limited

## Code of Practices and Procedures for Fair disclosure of Unpublished Price Sensitive Information

### Introduction:

The SEBI has notified the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015 (the Regulations) on 15<sup>th</sup> January 2015 which has repealed the SEBI (Prohibition of Insider Trading) Regulations, 1992.

Pursuant to Regulation 8, sub regulation (1), every listed company is required to adopt the Code of Practices and Procedures for Fair disclosure of Unpublished Price Sensitive Information in order to protect investor's interest.

In compliance with the above Regulation, the Board of Directors of Kaveri Seed Company Limited (the Company) in their meeting held on 26<sup>th</sup> May 2015 has approved the Code of Practices and Procedures for Fair disclosure of Unpublished Price Sensitive Information. This Code replaces the "code of Corporate disclosure Practices for Prevention of Insider Trading" followed by the Company.

### Principles to be adhered to as practices and procedures for fair disclosure of unpublished Price Sensitive Information (UPSI):

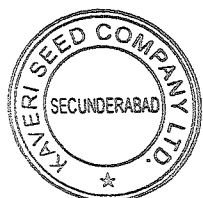
#### 1. Prompt disclosure of price sensitive information:

The Company shall promptly make disclosure of unpublished price sensitive information that would impact price discovery (**material events**) no sooner that credible and concrete information comes into being in order to make such information generally available. Material events will be disseminated as mandated by the stock exchanges in clause 36 of the Listing Agreement as amended from time to time.

In case the company is required to make selective disclosure of UPSI, then the information will be promptly disseminated either in the form of notification to stock exchanges, press releases or upload of information on the website of the company. UPSI handling will be on a need to know for legitimate purposes only. The information released to the stock exchanges will also be placed on the website of the company for improving investor access to such public announcements.

#### 2. Responding to market Rumours:

Any queries or requests for verification of market rumours by exchanges should be forwarded immediately to the Compliance Officer, who shall decide on the response/clarification. The compliance officer shall decide whether a public



For KAVERI SEED COMPANY LTD.

*Vaishesh*

Whole Time Director

announcement is necessary for verifying or denying rumors and then making the disclosure. The company will, subject to non-disclosure obligation, aim to provide appropriate and fair response to the queries on news reports and requests for verification of market rumours by regulatory authorities.

### **3. Timely Reporting of shareholdings/ownership and changes in ownership:**

Disclosure of shareholdings/ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the Act and the listing agreement shall be made in timely and adequate manner.

### **4. Disclosure/dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors:**

The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

**Only Public information to be provided:** Only public information should be provided to the analyst/research persons. Alternatively, the information given to the persons should be made generally available at the earliest.

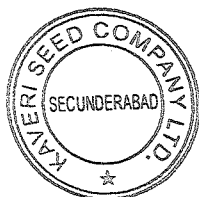
**Recording of discussion:** The company shall develop and implement best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website simultaneously with such meet to ensure official confirmation and documentation of disclosures made.

**Handling of unanticipated questions:** Sufficient care should be exercised while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, the same should be promptly made generally available.

The company shall handle all Unpublished Price Sensitive Information on a need-to-know basis.

**"need to know basis"** means that 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 conflict of interest or appearance of misuse of the information.

**"Unpublished Price Sensitive Information"** means any information, relating to 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



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securities and shall ordinarily including but not restricted to, information relating to the following:

- a. Financial results;
- b. Dividends;
- c. Change in capital structure
- d. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- e. Changes in key managerial personnel; and
- f. Material events in accordance with the listing agreement

#### **5. Overseeing and coordinating disclosure:**

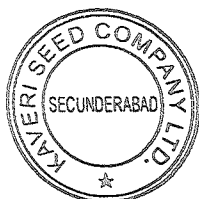
The company has authorized CEO/Managing Director/Whole time Director and their absence, the Company Secretary & Compliance Officer (CS) to take a view and determine the materiality of the event that qualify for the disclosure under clause 36 of the Listing Agreement and to decide the appropriate time within which disclosures need to be filed with the Stock Exchanges and to take such actions as necessary or incidental thereto. The CEO/WTD and their absence CS shall also be considered as Chief Investor Relations Officer for the purpose of this code.

Compliance Officer shall be responsible for ensuring that the company complies with continuous disclosure requirements, overseeing and coordinating disclosure of price sensitive information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure. The information disclosure/dissemination may normally be approved in advance by the Managing Director. If information is accidentally disclosed without prior approval, the person responsible may inform the MD immediately, even if the information is not considered price sensitive.

#### **6. Medium of disclosure/dissemination:**

- i. Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination
- ii. Company may also facilitate disclosure through the use of their Internet website.
- iii. The information filed by the company with exchanges under continuous disclosure requirements may be made available on the company website.

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