

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

1. PURPOSE:

The Securities and Exchange Board of India (SEBI) in its endeavour to put in place a framework for prohibition of insider trading in securities, has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "Revised Regulation or Regulation") vide its notification dated January 15, 2015. The revised Regulation came into force w.e.f. May 15, 2015.

In view of the above fact that the Company has formulated the Code of conduct to regulate, monitor and report trading by Insiders, adopting the minimum standards as specified in Schedule B to the said regulations.

2. OBJECTIVE:

To define a set of rules to be followed by the Company, Directors and the Designated Persons and to set forth policies, procedures and monitoring adherence to the rules for prevention of Insider Trading in the Securities of the Company.

3. DUTIES OF THE COMPLIANCE OFFICER:

The Compliance Officer for the purpose of this code shall be the Company Secretary of the Company and he shall be responsible for:

- a) Compliance of policies, procedures, maintenance of records.
- b) Monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information as set forth in this Code and applicable laws.
- c) Decide in consultation with the Chairman of the Board, the Designated Persons to be covered by this Code.
- d) Report to the Board, in particular to the Chairman of the Audit Committee or to the Chairman of the Board at such frequency as may be stipulated by the Board regarding implementation of the provisions contained in this Code.
- e) Grant of pre-dealing approvals of the proposed trading in Securities of the Company by the Designated Persons.
- f) Monitoring of Trading in Securities of the Company and the implementation of this Code under the overall supervision of the Board.
- g) Determining of closing and re-opening of Trading Window.
- h) Approving and Monitoring of trading plan.
- i) Undertaking other responsibilities as assigned under this Code or under the Regulations.

The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulations and the Code of Conduct.

4. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

a) Confidentiality of Unpublished Price Sensitive Information and Chinese Walls:

- i. The Designated Persons shall maintain the confidentiality of all unpublished Price Sensitive Information. The Specified Persons which includes the Directors, the Officers and the Designated Persons' of the Company, shall not pass on such information to any person, directly or indirectly.
- ii. The Unpublished Price Sensitive Information is to be handled on a "need-to know" basis, i.e. Unpublished Price Sensitive Information should be communicated only to those Designated Persons and/or to such other persons who need the information in furtherance of their legitimate purpose, performance of duties or discharge of their legal obligation and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

b) Chinese Walls:

- i. To prevent the misuse of Unpublished Price Sensitive Information, the Company shall adopt a "Chinese Wall" policy which separates those areas of the Company which routinely have access to confidential information and considered to be "inside areas", from other departments providing support services, considered to be 'public areas'.
- ii. The Designated Persons in the inside areas shall not communicate any Unpublished Price Sensitive Information to anyone in the public areas.
- iii. In exceptional circumstances, the Designated Persons from the public areas may be brought to 'cross the wall' in furtherance of legitimate purpose, performance of duties or discharge of legal obligations and given the Unpublished Price Sensitive Information on a 'need-to know' basis upon intimation to the Compliance Officer.

5. TRADING PLAN BY INSIDERS:

In terms of Regulation 5, the insider is provided with an option to trade in securities in a compliant manner in the following manner:

- a) An insider is entitled to formulate a trading plan which has to be approved by the Compliance Officer and a public disclosure of such plan has to be made.
- b) A Trading Plan can be commenced only after 6 months from the date of the public disclosure.
- c) The Trading Plan should not entail / provide for the trades to be made from the twentieth trading day prior to the last day of the financial period for which the results are required to be announced and the second trading day after the disclosure of such financial results.
- d) The Trading Plan has to be made for a minimum period of at least 12 months.
- e) Only one Trading Plan can be made to cover the trades to be made in a particular period.

- f) The Trading Plan should 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
- g) The Plan should not entail trading in securities for market abuse.
- h) The Plan once approved by the Compliance Officer 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.

***Note:** The implementation of the trading plan shall not be commenced if any UPSI 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 UPSI becomes generally available information. This is intended to address the prospect that despite the six-month gap between the formulation of the Trading Plan and its commencement, the UPSI in possession of the insider is still not generally available.*

- i) Once the Trading Plan is approved, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

6. TRADING WINDOW:

- a) As regards closure of Trading Window in respect of other Price Sensitive Information of the Company, the Compliance Officer will decide and intimate to all concerned, the date of closure of Trading Window and re-opening thereof at the appropriate time.
- b) When the Trading Window is closed, the Director/Designated Persons shall not trade in the Company's securities in such period. All Directors/Designated Persons shall conduct all their dealings in the securities of the Company only in a valid Trading Window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the Trading Window is closed, or during any other period as may be specified by the Company from time to time.
- c) The Compliance Officer may also declare that the Trading Window shall be closed for an additional period for specified Employees for a described period from time to time ("Additional Closure").
- d) The Trading Window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.
- e) Where the Company expects the Stock Exchange to maintain the confidentiality of any information intimated to the Stock Exchange, the Trading Window will open 48 hours after the information is made public by the Company.

7. PRE-CLEARANCE OF TRADES:

- a) When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

- b) All Directors/Designated Person execute their order in respect of securities of the Company within seven days after the approval of pre-clearance is given. If the order is not executed within seven days after the approval is given, the Directors/Designated Person shall apply once again for pre-clearance of the transaction covered under the said approval.
- c) The Directors/Designated Person and their immediate relatives who have traded in accordance with the provisions of this code shall not execute a contra trade within 6 (six) months of such trade. The compliance officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
- d) The Compliance Officer shall confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for preclearance of trades.

8. PENALTY FOR CONTRAVENING ANY PROVISION:

In the event a Directors/Designated Persons or his/her immediate relatives, trade in Securities or communicates any information for trading in Securities in contravention of this Code or otherwise violates the provisions of this Code, such Person shall be referred to the Audit Committee of Directors. The Board may, on the recommendations of the Audit Committee, decide on the appropriate disciplinary action (which may include salary freeze, suspension etc.). Action taken by the Company for violation of these Regulations and Codes will not preclude SEBI from any action taken for violation of these Regulations or any other applicable/laws/rules/regulations.

9. INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS 2015:

In case it is observed by the Company/Compliance Officer that there has been a violation of these Regulations, SEBI shall be informed by the Compliance Officer within 7 days of knowledge of violation.

CODE OF PRACTICES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION FOR THE PREVENTION OF INSIDER TRADING

1. OBJECTIVE:

The Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent the misuse of such information. Accordingly, this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information has been formulated as specified in Schedule A of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

To ensure timely and adequate disclosure of unpublished price sensitive information (UPSI), the following norms shall be followed by the Company.

- a) The Company will make prompt disclosure to the stock exchange of any UPSI that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such information generally available. The Company may, in appropriate circumstances, also simultaneously disclose the UPSI in such manner as it deems fit including on the Company's website, print or electronic media or social media.
- b) The Company will make uniform and universal dissemination of UPSI to avoid selective / speculative disclosure which could have an adverse impact on the market and the price discovery process.
- c) The Compliance Officer shall act as the Chief Investor Relations officer to deal with dissemination of information and disclosure of UPSI and information/disclosure may normally be approved by the Compliance Officer and if information is accidentally disclosed without the prior approval of Compliance Officer, the person responsible shall inform the Compliance officer immediately.
- d) The Company will make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- e) The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- f) Research and analysis will be done on the basis of generally available information. The Company will ensure that information, if any, shared with analysts and research personnel during meetings/discussions/conferences, is not UPSI.

- g) As a means of following best practices in respect of meetings with analysts and other investor relations conferences and to ensure official confirmation and documentation of disclosures made, the Company will:
- i. Make transcripts or records of proceedings of meetings with analysts and other investor relations conference available on the official website of the Company, where the Company considers necessary;
 - ii. In appropriate circumstances, consider posting of relevant information on its website or issuing a press release or disseminating information in any other mode it deems appropriate in relation to meeting with analysts.
- h) The Company will disclose all UPSI on a need to-know basis i.e. Unpublished Price Sensitive Information may be disclosed where such disclosure is in furtherance of legitimate purposes, discharge of legal obligations or 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 such information.

3. DISCLOSURE:

This Code, including any amendment thereto, shall be published on the Company's official website and shall be promptly intimated to the stock exchanges where the securities are listed. The Board of Directors may lay down further principles, rules and procedures, from time to time, to ensure fair disclosure of Unpublished Price Sensitive Information.

FORM A

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]**

Name of the company:

ISIN of the company:

I, _____, in my capacity as _____ of the Company hereby submit the following details of securities held in the Company as on _____.

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2):

Name, PAN No., CIN /DIN & address with contact nos.	Category of Person (Promoters/KMP/ Directors/ immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of Security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:
Designation:

Date:
Place:

FORM B

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)]**

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

To,
The Compliance Officer,
Khaitan Chemicals & Fertilizers Limited,

I, _____, in my capacity as _____ of the Company hereby submit the following details on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2):

Name, PAN No., CIN, DIN & addresses with contact nos.	Category of Person (Promoters/ KMP/Directors/ immediate relatives/others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
			Type of Security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:
Designation:

Date:
Place:

FORM C

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2)]**

Disclosure of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned under Regulation 6(2)

Name of the company: _____

ISIN of the company: _____

To,
The Compliance Officer,
Khaitan Chemicals & Fertilizers Limited

I, _____, in my capacity as _____ of the Company hereby submit the following details of change in holding of securities of the Company:

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters / KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition /disposal		Securities acquired /Disposed		% of shareholding		Date of allotment advice/acquisition of shares/ sale of shares specify	
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To

Date of intimation to Company	Mode of acquisition (market purchase/public rights/ preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Buy		Sell		
		Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:
Designation:

Date:
Place:

FORM D

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company**

Name of the company: _____

ISIN of the company: _____

To,
The Compliance Officer,
Khaitan Chemicals & Fertilizers Limited

I, _____, in my capacity as _____ of the Company hereby submit the following details of change in holding of securities of the Company:

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos.	Connection With company	Securities held prior to acquisition /disposal		Securities acquired /Disposed		% of shareholding		Date of allotment advice/acquisition of shares/ sale of shares specify	
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To

Date of intimation to Company	Mode of acquisition (market purchase/public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Buy		Sell		
		Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:
Designation:

Date:
Place:

Form E

(Application for Pre-clearance of trading in securities of the Company)

The Compliance Officer,
Khaitan Chemicals & Fertilizers Limited

With reference above, I wish to inform you I am holding _____ Equity Shares (including Shares held by my immediate relatives) intend to deal in the Equity Shares of the Company exceeding the threshold limit as provided under the Code of Conduct to Regulate, Monitor and Reporting of Trading by Insiders.

Name of the applicant			
Designation			
Department			
PAN			
Name of immediate relative			
Relationship			
Pre-clearance for			*Purchase / Subscription / Sale
Details of current holding	Particulars	Own	Relative
	Type of security		
	No. of securities		
	Mode of holding		
	*Folio/ DP & Client IDs		
Details of proposed trade	Type of security		
	No. of securities		
	Proposed date		
	Mode of dealing		
	*Folio/ DP & Client IDs	*Physical / Dematerialized	
	Value of transaction		
	Current market value		
	Mode of trade	*Through exchange / Off-market	
Total holding after proposed trade			

*strike whichever is not applicable

UNDERTAKING:

In this connection I solemnly confirm and declare that:

- a) I do not access and/or have not received any "Unpublished Price Sensitive Information" upto the time of signing the undertaking;
- b) In the event that I have access to or receive Unpublished Price Sensitive Information after signing of this undertaking but before the execution of the transaction for which I have sought pre-clearance, I shall inform you about the change in my position and that I shall refrain from trading in the Securities of the Company till such information becomes public;
- c) I have not contravened the provisions contained in this Code and in the Code of Practice and Procedure for fair disclosure of "Unpublished Price Sensitive Information" as notified by the Company from time to time;
- d) I hereby confirm that I abide the provisions of this Code with regards to time norms holding of securities of the Company;
- e) That I have made a full and true disclosure in the matter.

f) I hereby declare that I shall execute my order in respect of securities of the Company within seven trading days after the pre-clearance is given. If the order is not executed within seven trading days after the approval is given, I shall obtain pre-clearance for the transaction again.

Signature:
Designation:

Date:
Place:

PRE - CLEARANCE ORDER

This is to inform you that your request for dealing in _____ (numbers) shares of the Company as mentioned in your above mentioned application is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

Date:
Place:

For Khaitan Chemicals & Fertilizers Limited

Compliance Officer

CONFIRMATION OF DEAL

The Compliance Officer,
Khaitan Chemicals & Fertilizers Limited

I confirm that the shares dealing for which approval was granted on was
Completed on..... for purchasing / selling (numbers) equity shares of the
Company.

Employee Name:

Designation:

Place:

Date:

Signature:

Form F

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

Date:

To,
The Compliance Officer,
Khaitan Chemicals & Fertilizers Limited

Dear Sir \ Madam,

With reference to above I wish to inform you that I had purchased _____ equity shares/other security of the Company on _____, the details are as mentioned below:

S. No.	Heading	Particulars
1	No. of equity shares/other security purchased	
2	Folio No./ DP & Client IDs	
3	Date and price of purchase	
4	From whom purchased	
5	Existing total holding	
6	Quantity want to sell	
7	Reason of sell	
8	Price at which I want to sell	
9	Mode of transaction- private/open market	

I understand that as provisions of the Code of Practice and Procedure and Code of Conduct to Regulate, Monitor and Report trading in securities and fair disclosure of Unpublished Price Sensitive Information pursuant to the requirement of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015(Code), I need to hold this investment for a minimum period of 6 months, but due to reasons as mentioned above, I need to sale the same before prescribed period.

You are requested kindly give your permission to sale the aforesaid security as requested.

Signature:
Designation:

Date:
Place:

Form G

Half Yearly Disclosure

The Compliance Officer,
Khaitan Chemicals & Fertilizers Limited

With reference to the above, I wish to inform you that I along with my immediate relative are hold equity share/ Security of the Company as follow:

I. Statement of Shareholding

Name	Designation / Department.	No. of shares Held on 1 st April	No. of Shares Bought during the half year	No. of Shares sold during the half year	No. of shares held on 30.09.20__	Folio No. / DP ID / Client ID

II. Details of Shares held by immediate relative

Name of the Dependent Family Member	Relationship	No. of shares Held on 1st April	No. of Shares Bought during the half year	No. of Shares sold during the half year	No. of shares held on 30.09.20__	Folio No. / DP ID / Client ID

I / We further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Signature:
Designation:

Date:
Place:

Form H

Annual Disclosure

To,
The Compliance Officer,
Khaitan Chemicals & Fertilizers Limited

With reference to the above, I wish to inform you that I along with my immediate relative are hold equity share/ Security of the Company as follow:

I. Statement of Shareholding

Name	Designation / Department.	No. of shares Held on 1st April	No. of Shares bought during the half year	No. of Shares sold during the half year	No. of shares held on 30.09.20__	Folio No. / DP ID / Client ID

II. Details of Shares held by immediate relative

Name of the Dependent Family Member	Relationship	No. of shares Held on 1st April	No. of Shares Bought during the half year	No. of Shares sold during the half year	No. of shares held on 30.09.20__	Folio No. / DP ID / Client ID

I / We further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Signature:
Designation:

Date:
Place: