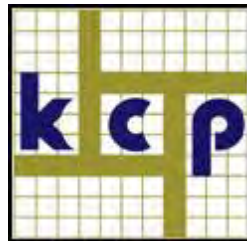


**CODE OF FAIR PRACTICES AND PROCEDURES FOR DISCLOSURE
OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

AND

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

(Pursuant to Regulation 8(1) and 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015



Progressive Growth

The KCP Limited

CIN: L65991TN1941PLC001128

www.kcp.co.in

Introduction:

“Insider trading” The term “insider trading” is defined by the Black’s Law Dictionary as “The use of material non public information in trading the shares of the company by a corporate insider or any other person who owes a fiduciary duty to the company.”

Section 12A(e) and Section 15G of the Securities and Exchange Board of India Act, 1992 employs the term “dealing in securities” instead of trading in securities, it is intended to widely define the term “trading” to include dealing. Such a construction is intended to curb the activities based on unpublished price sensitive information which are strictly not buying, selling or subscribing, such as pledging etc when in possession of unpublished price sensitive information.

“Trading” extend to a broad range of transactions including conventional cash-for-stock transactions, conversions, the grant and exercise of stock options and acquisitions and exercises of warrants or puts, calls or other options related to a security. It is generally understood that insider trading includes the following:

- Trading by insiders, connected persons while in possession of unpublished price sensitive information;
- Trading by persons other than insiders and connected persons while in possession of unpublished price sensitive information where the information either was given in breach of an insider’s fiduciary duty to keep it confidential or was misappropriated; or
- Communicating or tipping material, unpublished price sensitive information to others, including recommending the purchase or sale of a security while in possession of such information.

It should be noted that unpublished price sensitive information need not be directly related to the issuer of a security for trading to be insider trading. For example, trading while in possession of unpublished price sensitive information about a subsidiary company, which is material to the parent company, would be insider trading.

“A good general rule of thumb: When in doubt, do not trade”

SEBI formulates the **SEBI (Prohibition of Insider Trading) Regulations, 2015(Regulations)**, to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof,

Pursuant to Regulation 8(1) and 9(1) of the said regulations the Board of Directors of the company has adopted the revised Code for prevention of Insider Trading in the company.

The Code shall come into effect on and from **May 15, 2015**

This Statement consists of four sections:

| | |
|-------------|--|
| Section I | Purpose of the Code |
| Section II | Definitions for certain terms used in the Code |
| Section III | Policy on Disclosures and Internal Procedures for prevention of Insider Trading |
| Section IV | Standard procedures which have been put in place by the Company to prevent insider trading |

SECTION – I

PURPOSE

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is formed under Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulation, 2015, which provides for formulation of a “**Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**” for the Company and Regulation 9(1) further provides for formulation of **Code of Conduct to Regulate, Monitor and Report Trading by Insiders**.

Applicability

This Code applies to all designated persons of the Company, connected persons and anyone else who has material inside information about the Company and extends to all activities within and outside an individual’s duties at the Company.

Every employee and director must review this Code. Questions regarding the Statement should be directed to Mr. Y.Vijaya Kumar, Company Secretary and the Compliance Officer, at vijaycs@kcp.co.in or (+91-044) 66772621 or 66772600 or 66772620 (fax).

SECTION – II

Definitions:

1. “**Act**” means the Securities and Exchange Board of India Act, 1992
2. “**Board**” means Securities Exchange Board of India (SEBI)
3. “**Company**” means The KCP Limited, having its registered office at “Ramakrishna Buildings”, 2 PV Cherian crescent, Egmore, Chennai, India, and its present and future subsidiaries, Associated Companies whether incorporated in India or not.

4. **"Compliance Officer"** means any senior officer, designated so and reporting to the board of directors or head of the organization for the implementation of and overseeing compliance with the Regulations and the Code across the Company.
5. **"Connected person"** means 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.
6. **"Code"** means this Code of Fair disclosure and conduct for Prevention of Insider Trading"
7. **"Designated Persons"** shall include -
 - 1) All Directors
 - 2) All Key Managerial Personnel
 - 3) Employees in the Grade of G-4 and above
 - 4) All employees in Finance and Secretarial Departments
 - 5) Secretaries to all Whole time Directors including Chairman & Managing Director
 - 6) Any other employee of the Company that may be notified by the Compliance Officer, from time to time, with the approval of Chairman and Managing Director.
8. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis;
9. **"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;
10. **"Insider"** means any person who is:
 - i) a connected person; or
 - ii) in possession of or having access to unpublished price sensitive information;

11. **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
12. **"Reporting Officer"** means the Chairman and Managing Director of the Company (CMD)
13. **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
14. **"takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
15. **"trading in securities"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities,;
16. **"trading day"** means a day on which the recognized stock exchanges are open for trading;
17. **"Unpublished Price Sensitive Information"** means any information, relating to the 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 :-
 - 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) Change in key managerial personnel; and
 - f) Material events in accordance with the listing agreement.

Words and expressions used and not defined in these regulations but defined 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 rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.

SECTION – III

3. PROCEDURES FOR PRESERVATION AND DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

3.1 PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI):

No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the company or its securities, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations unless for the purpose and manner permitted in Regulations.

TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

No Promoter, Director, Designated employee or any insider of the company (Specified Persons) shall trade in securities of the company, when in possession of unpublished price sensitive information **unless**:

(i) the transaction is an off-market *inter-se* transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of the Code and both parties had made a conscious and informed trade decision;

(ii) in the case of non-individual insiders: –

(a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information 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 unpublished price sensitive information 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;

(iii) the trades were pursuant to a **trading plan** set up in this Code.

3.2 PROHIBITION ON DEALING, COMMUNICATING OR COUNSELLING OF UPSI:

All Specified Persons shall maintain the confidentiality of all unpublished Price Sensitive Information coming into their possession or control.

To comply with this confidentiality obligation, the Designated Persons shall not:

- (i) pass on UPSI to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Company; or
- (ii) disclose UPSI to their family members, friends, business associates or any other individual, or
- (iii) discuss UPSI in public places, or
- (iv) disclose UPSI to any Employee who does not *need to know* the information for discharging his or her duties, or
- (v) recommend to anyone that they may undertake Dealing in Securities of the Company while being in possession, control or knowledge of UPSI, or
- (vi) be seen or perceived to be Dealing in Securities of the Company on the basis of unpublished UPSI.

3.3 Limited access to unpublished Price sensitive information:

The Insiders may be liable for communicating or tipping material, unpublished price sensitive information to a third party (“tippee”) and insider trading violations are not limited to trading or tipping by insiders and persons other than insiders also can be liable for insider trading, including tippees who trade on material, unpublished price sensitive information tipped to them or individuals who trade on material, unpublished price sensitive information which has been misappropriated.

Tippees inherit an insider’s duties and are liable for trading on material, unpublished price sensitive information illegally tipped to them by an insider. Similarly, just as insiders are liable for the insider trading of their tippees, so are tippees who pass the information along to others who trade. In other words, a tippee’s liability for insider trading is no different from that of an insider.

Tippees can obtain material, unpublished price sensitive information by receiving overt tips from others or through, among other things, conversations at social, business or other gatherings.

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc

All Unpublished price sensitive information directly received by any Employee shall be immediately reported to the head of the department.

SECTION IV

4. TRADING PLANS

An insider shall be entitled to formulate a trading plan 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.

Such trading plan shall:–

- not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- 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;
- entail trading for a period of not less than twelve months;
- not entail overlap of any period for which another trading plan is already in existence;
- 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
- not entail trading in securities for market abuse.

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.

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.

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

SECTION – V

5. Standard procedures which have been put in place by the Company to prevent insider trading

The following procedures have been established, and will be maintained and enforced, by the company to prevent insider trading. Specified Persons is/are required to follow these procedures.

5.1 Disclosures by certain persons

(1) Initial Disclosures:

- (a) Every promoter, key managerial personnel and director of every company whose securities are listed on any recognised stock exchange shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within thirty days of these regulations taking effect;
- (b). Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter.

(2) Continual Disclosures:

- (a) Every promoter, employee and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or twenty thousand shares whichever is lower in **Form A**;
- (b) the Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

5.2 Disclosures by other connected persons:

The Board of Directors of the company may require any connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency in order to monitor compliance with these regulations.

5.3 Compliance Officer

Mr. Y.Vijaya Kumar, Company Secretary is the designated Compliance Officer (Chief Investor relations Officer) of the Company, who will report to the Board of Directors and provides reports to the Chairman of the Audit Committee and Chairman of the Board of Directors at the end of every quarter.

The Compliance Officer will deal with dissemination of information and disclosure of unpublished price sensitive information. In addition to the above, the duties of the Compliance Officer will be inclusive of, but not limited to, the following:-

1. Prompt public disclosure of 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. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing 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.

5.4 Identifying Material, Unpublished price sensitive information

Prior to directly or indirectly trading any security of the Company or its subsidiaries, designated Persons is/are required to determine whether they are in possession of material, unpublished price sensitive information relating to such security. In making such assessment, the explanations of “material” and “non-public” information set forth above should be of assistance and the Company’s Compliance Officer should be consulted in the event of any uncertainty. If after consulting with the Company’s Compliance Officer it is determined that such employee or director or other connected person is/are in possession of material, non-public information, there shall be no trading in such security by them.

5.5 Access to Unpublished price sensitive information:

Access to material, unpublished price sensitive information about the Company or its subsidiaries, including information with respect to their business, earnings or prospects, should be limited to employees and directors of the Company on a need-to-know basis. In addition, such information should not be communicated to anyone outside the Company under any circumstances or to anyone within the Company on other than need to know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

In communicating material, unpublished price sensitive information to employees of the Company, all employees and directors must take care to emphasize the need for confidential treatment of such information and adherence to the Company's policies with regard to confidential information.

5.6 Inquiries from Third Parties:

Inquiries from third parties, such as industry analysts or members of the media, about the Company, should be directed to the Chairman & Managing Director or Chief Financial Officer/Company Secretary or other appropriate person designated by them.

5.7 Limitations on Access to the Company Information

The following procedures are designed to maintain confidentiality with respect to the Company's business operations and activities.

1. All employees or directors should take all steps and precautions necessary to restrict access to, and secure, material, unpublished price sensitive information by, among other things:
 - (i) Maintaining the confidentiality of Company related transactions;
 - (ii) Conducting their business and social activities so as not to risk inadvertent disclosure of confidential information.
 - (iii) Restricting access to documents and files (including computer files) containing material, Unpublished price sensitive information to individuals on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);
 - (iv) Promptly removing and cleaning up all confidential documents and other materials from conference rooms following the conclusion of any meetings;
 - (v) Properly disposing of all confidential documents and other papers, after there is no longer any business or other legally required need;
 - (vi) Restricting access to areas likely to contain confidential documents or material, non-public information by adopting Chinese wall policy which separates those departments which routinely have access to UPSI from other departments and avoiding the discussion of material, unpublished price sensitive information in places where the information could be overheard by others such as in elevators, restrooms, hallways, restaurants, airplanes or taxicabs.
2. Personnel involved with material, non-public information, to the extent feasible, should conduct their business and activities in areas separate from other Company activities.

3. The Board designates all functional/departmental heads and executives of the company in Group IV and above as the designated employees and they shall be governed by this code of conduct.

5.8 Trading in Securities of the Company:

- (i) No Designated Person is/are shall purchase or sell any type of security while in possession of material unpublished price sensitive information relating to the security, whether the issuer of such security is the Company, its subsidiary or any other affiliated company.
- (ii) Additionally, No Designated Person is/are shall purchase or sell any security of the Company during the closure of the Trading window.
- (iii) Employees, directors or their respective dependent family members, should not directly or indirectly participate in transactions involving trading activities, which by their aggressive or speculative nature may give rise to an appearance of impropriety. Such activities would include short sales, the purchase of put or call options or the writing of such options. Moreover, these persons shall not purchase then sell, or sell and then repurchase, the Company's securities within a month period.

5.9 Trading Window:

Trading window shall refer to specified period during which the trading in securities of the Company is permitted. During the closure of Trading Window, trading in securities of the Company is prohibited for designated employees and is restricted for other employees.

The "Trading Window" shall be closed for any period beginning with the first day of the following month of any fiscal quarter of the Company (i.e. April, July, October and January) and ending with the public release of earnings data for the respective fiscal quarter prepared in accordance with the listing agreement with the Stock Exchanges.

The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information.

The timing for re-opening of the trading window shall be determined by the compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

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.

The Compliance Officer may also notify the period for any other occasion during which the trading window shall be closed.

All designated persons of the company shall conduct all their dealings in the securities of the Company only in a valid trading window period 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.

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 the thresholds as stipulated in this Code.

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.

Employees other than designated persons may deal in the securities of the Company only by way of selling and not otherwise during the closure of trading window, subject to compliance with pre-dealing procedure.

5.10 Pre-Clearance of Deals in Securities of the company:

- (a) All Directors and designated employees who intend to deal in the securities of the company in his/her own name or in the name of his/her immediate relatives during the valid trading window period, above the threshold limit of Rs.5,00,000 in value, should get pre clearance of the transactions as per the pre-dealing procedure described hereunder.
- (b) Every employee, other than designated employee, who intend to deal in the securities of the company during the closure of trading window, may be allowed to sell and not otherwise up to Rs.10,00,000 in value in aggregate, with pre clearance of the transactions as per the pre-dealing procedure described hereunder.
- (c) An application as per **Annexure B** shall be made to the Compliance officer indicating the estimated number of securities that the designated employee/director intends to deal in, for pre clearance of the deals.
- (d) An undertaking as per **Annexure C** shall be executed in favour of the company by such designated employee / director.
- (e) Trades that have been pre-cleared have to be executed by the designated person within seven trading days, failing which fresh pre-clearance would be needed for the trades to be executed.

- (f) The Directors and Designated employees, who is permitted to trade shall not execute a contra trade i.e sell or buy any number of securities of the company during the first six months following the prior transactions.

The compliance officer may waive the holding period (When trading window is open) after recording in writing his reasons in this regard, provided that waiver does not violate the Regulations.

In respect of the Compliance officer, such relaxation shall require prior approval of the CMD and their decision shall be final.

If any contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act

Advice regarding Pre-Clearance:

In case of doubt, the Designated Person shall check with the Compliance Officer or the Officer designated by him/her from time-to-time whether the provisions relating to *pre-clearance* are applicable to any proposed transaction in the Company's Securities.

5.11 Reporting requirements for transactions in Securities:

(a) The promoters and Designated Persons of the company shall file with the Compliance Officer, inter alia, the details of their/their Dependents' holdings and/or dealings in the Securities of the Company within 30 (thirty) days of the date of the Regulations becoming effective or date of joining the Company, whichever is later.

(b) Every promoter, designated person of the company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees.

(c) The company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

The disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (b) above.

(d) The Board of Directors of the company may, at their discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

(e) All holdings in securities of the company by designated persons (including that of his dependent family members) within 7 working days of joining the company or becoming directors/officers/designated employees, as the case may be (proforma disclosure form is given in **Annexure A** ;

(f) If any designated persons (including his dependent family members) does not hold any securities in the Company at the time of joining the company or becoming directors/officers/designated employees, as the case may be and he (including his dependent family members) acquires securities of the Company subsequently, he shall make disclosure of such acquisition within 4 working days of acquisition (proforma is given in **Annexure A**;

(g) Application for pre-clearance for trading in securities of the company has to made in the format provided in **Annexure B** along with the affidavit in the format provided in **Annexure C**

SECTION VI

6. Other procedures

- 6.1** The compliance officer shall within five days of receipt of (1) initial disclosure under sub-clause (a) above and (2) periodical disclosure of change in shareholding under sub-clause (b) above, if such change exceeds Rs. 10 lakhs in value, shall disclose to all stock exchanges on which securities of the Company are listed, the information received as above.
- 6.2** The Compliance Officer shall maintain a register for recording the initial disclosure, periodical disclosure and annual disclosure received under sub-clause 5.11 above. Proformas of the register to be maintained are given in **FORM-X**.
- 6.3** The Compliance Officer shall maintain a Register of Designated Employees as per **FORM-XI**
- 6.4** The Compliance Officer shall maintain records of all the above declarations in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof.

SECTION VII

7. Penalty for Contravention of Code:

- 7.1** Every Designated Person shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her Dependents).
- 7.2** The Designated Persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject

to disciplinary action including wage freeze, suspension etc by the Company in accordance with the Code of conduct adopted by the Board of Directors of the company.

- 7.3 Action taken by the Company for violation of the Regulations and the Code against any Designated Person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.
- 7.4 Under Section 15G of the SEBI Act, any Insider who indulges in insider trading in contravention of Regulation 3 is liable to a penalty of Rs.25 crores or three times the amount of profits made out of insider trading, whichever is higher.
- 7.5 Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to Rs.25 crores or with both.
- 7.6 Without prejudice to its rights under Section 24 of the SEBI Act, under Regulation 11, SEBI can also pass any or all of the following orders to an Insider found indulging in insider trading –
- directing him / her not to deal in the Company's Securities in any particular manner.
 - prohibiting him/her from disposing of any of the Securities acquired in violation of the Regulations.
 - restraining him/her from communicating or counselling any other person to deal in Company's Securities.
 - declaring the transactions in Securities as null and void.
 - directing the person who acquired Securities in violation of the Regulations, to deliver the Securities back to the seller or alternatively pay the Seller the price as provided.
 - directing him/her to transfer specified amount to investor protection fund of a recognized Stock Exchange.

8. **Amendments:**

The Board of Directors of the Company shall have full discretion and power to amend this Code as and when it deems necessary.

FORMAT FOR DISCLOSURE OF SHAREHOLDING

TO

Company Secretary and Compliance Officer,
The KCP Limited,
“Ramakrishna Buildings”
2, Dr.P.V.Cherian Crescent,
Egmore, Chennai-600008

FROM:

Sub: Disclosure of shares and voting rights held in the Company.

Pursuant to the disclosure requirements of the Code of fair practices and Procedures for prevention of Insider Trading of the KCP Limited, I hereby disclose the following:

| | | |
|---|---|----------------------|
| 1 | Number of Shares | |
| 2 | Held by Self or Dependent Family Members | |
| 3 | Holding of shares as on | (Initial Disclosure) |
| 4 | Holding disclosed on | |
| 5 | Purchases | |
| 6 | Sales | |
| 7 | Holding as on | |

Note: In case of initial disclosure points (4) to (7) are not applicable.

I declare that the shares sold have been held for 30 days.

I further, declare that the above disclosure is true and correct and is in compliance with Company's Insider Trading Policy.

| | |
|-------|-----------|
| Place | Signature |
| Date | Name |

FORMAT FOR APPLICATION FOR PRE - CLEARANCES

TO

Company Secretary and Compliance Officer,
The KCP Limited,
“Ramakrishna Buildings”
2, Dr.P.V.Cherien Crescent,
Egmore, Chennai-600008

Dear Sir,

Sub: Request for pre-clearance for trading in securities of the Company

In pursuance of the procedure laid down for the dealing in securities of the Company, I hereby submit the following for your clearance.

| | | |
|---|---|--|
| 1 | Name of the Employee | |
| 2 | Designation and Department | |
| 3 | Company / Subsidiary / Associate | |
| 4 | Week during which proposed sale is contemplated | |
| 5 | No. of Shares proposed to be sold | |
| 6 | DP ID | |
| 7 | Client ID | |
| 8 | Reason for sale | |
| 9 | Sale by Self or Dependent Family Members | |

Further, I enclose the Undertaking cum Indemnity Bond as envisaged in the Insider Trading Policy for your records. I confirm that I have read the Company's Insider Trading Policy and am not in possession of Unpublished Price Sensitive Information consciously or otherwise. The above is full and true disclosure in the matter. In the light of the above, please communicate your clearance to enable me to sell the securities.

| | |
|-------|-----------|
| Place | Signature |
| Date | Name |

Note: To be executed on Rs.10/- Non Judicial Stamp paper

UNDERTAKING – CUM – INDEMNITY BOND

This UNDERTAKING cum INDEMNITY BOND is executed for trading in securities of The KCP Limited.

By _____ S/o / W/o / D/o _____ residing at _____ (hereinafter referred to as employee / director)

In favour of

The KCP Limited, a company incorporated under the Indian Companies Act, 1913 and having its Registered office at “Ramakrishna Buildings”2, Dr.P.V.Chерian Crescent, Egmore, Chennai-600008 “(hereinafter referred to as the "Company")”.

WHEREAS THE Company has, in terms of Regulatory requirements, set in place an INSIDER TRADING POLICY of the Company (hereinafter referred to as the “Policy”),

AND WHEREAS, the Policy provides that an employee / director of the company must comply with the pre-dealing procedure before dealing in any securities of the Company beyond threshold limit / during the closure of trading window,

AND WHEREAS, for complying with the pre-clearance procedure, an undertaking cum Indemnity Bond needs to be executed in favour of the Company by the concerned employee / director,

NOW THIS UNDERTAKING cum INDEMNITY BOND WITNESSTH AS UNDER

1. I, _____ (Employee / Director) of The KCP Limited, do hereby undertake to adhere to the terms, conditions and restrictions contained in the Policy, as are currently in force.
2. I understand that any misrepresentation and/or false undertaking given herein may attract penalties as laid down under the Policy.
3. That, I do not have access to, or have not had access to UNPUBLISHED PRICE SENSITIVE INFORMATION (UUPSI) by virtue of my position or connection in the Company or illegally or inadvertently or otherwise, up to the time of signing this Undertaking cum Indemnity Bond.
4. That, I shall obtain the pre-clearance of the Compliance Officer, before dealing in the Securities of the Company.
5. That, in case I have access to or receive UPPSI after the signing of this Undertaking cum Indemnity Bond but before the execution of the transaction, I shall inform the Compliance Officer and that I would completely refrain from dealing in the securities of the Company till the time such information becomes public.

6. That, I have not contravened the rules and other provisions contained in the Policy of the Company currently in force.
7. That, I have made full and true disclosure in the matter.
8. That, I shall indemnify the Company as given below.
 - i) To hold the Company faultless in the event of any investigation against me for insider trading by any regulatory authority.
 - ii) To make good to the Company for all economic losses, fines or penalty if any imposed on the Company as a result of any investigation by any regulatory authority/ authorities into any of the transactions entered by me in dealing with the securities of the Company.
 - iii) To compensate the Company for and towards all legal expenses incurred in defending itself in such investigations, including advocates' fees.
9. That, I shall bind by the Laws of India, in respect of this Undertaking cum Indemnity Bond and the jurisdiction of the Courts at Chennai.

IN WITNESS WHEREOF this undertaking cum Indemnity Bond has been executed on this date _____ of _____ and at _____

Witness:

1)

2)