



KN AGRI RESOURCES LIMITED

'CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION'

1. PREFACE

This policy has been framed pursuant to Regulation 8 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code intends to formulate a framework and policy for fair disclosure of events and occurrences that would impact price discovery in the market for the securities of the Company. The Code also includes Policy for determination of 'legitimate purpose' in compliance with Regulation 3(2A) of the Regulation.

2. CODE OF PRACTICE & PROCEDURES

- I. The Company will make prompt public disclosure of unpublished price sensitive information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- II. The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- III. The Chief Financial Officer shall act as the Chief Investor Relations Officer (CIRO) to deal with dissemination of information and disclosure of unpublished price sensitive information.
- IV. The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- V. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- VI. The Company will ensure that, information, if any, shared with analysts and research personnel is not unpublished price sensitive information.
- VII. The Company will develop best practices to make available transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.
- VIII. The Company shall handle all the unpublished price sensitive information on a need-to-know basis. No unpublished price sensitive information shall be communicated by such personnel to any other person except in furtherance of legitimate purposes, or for his/her performance of duties or discharge of his/her legal obligations.



3. POLICY FOR 'LEGITIMATE PURPOSE'

- “Legitimate purpose” shall include sharing of UPSI in the ordinary course of business on a need to know basis, with company’s collaborators, lenders including prospective lenders, customers, suppliers, merchant bankers, legal advisors, auditors, credit rating agencies, insolvency professionals, practicing company secretaries, registered valuers or other advisors, service providers or consultants, provided that such sharing has not been carried out with a view to evade or circumvent the prohibitions of the PIT Regulations.
- Whether sharing of UPSI for a particular instance tantamount to ‘legitimate purpose’ would entirely depend on the specific facts and circumstances of each case. Primarily, the following factors should be considered while sharing the UPSI:
 - i. whether sharing of such UPSI is in the ordinary course of business of the company;
 - ii. whether sharing of such UPSI is in the interests of the company or in furtherance of a genuine commercial purpose;
 - iii. whether the nature of UPSI being shared is commensurate with the purpose for which access is sought to be provided to the recipient.
- Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered as an insider for the purpose of the PIT Regulations and due notice shall be given to such person to maintain confidentiality of the information shared.
- The notice to be served shall inter-alia include the following:
 - a) the information shared is in the nature of UPSI,
 - b) confidentiality of such UPSI must be maintained,
 - c) such UPSI must not be disclosed by the recipient in any manner except in compliance with the PIT Regulations.
 - d) the recipient must not trade in the securities of the company while in possession of UPSI.
- Additionally, structured digital database of recipients of UPSI shall be maintained by the company in compliance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 subject to amendment thereof from time to time.

4. DISSEMINATION

This policy shall be disseminated in the website of the Company as per the applicable provisions of SEBI Regulations and other laws for the time being in force.



5. SCOPE & LIMITATION

In any circumstance where the terms of this policy differ from the provisions of any existing or newly enacted law/ Rules / Regulation / Standard governing the Company, the provisions of latter shall take precedence over this policy until such time such policy is changed to conform to such law / Rule / Regulation / Standard.

6. AMENDMENT

The Board of Directors may subject to applicable laws amend any provision(s) or substitute any of the provisions(s) with the new provisions(s), or replace this policy entirely with a new policy. However, no such amendment or modification shall be inconsistent with the provisions of any applicable law for the time being in force.

7. EFFECTIVE DATE

This Policy shall come into force with effect from 10.12.2021.
