



Kiri Industries Limited

Future Full of Colours.....

CIN-L24231GJ1998PLC034094

**Kiri Industries Limited - Code of Conduct to Regulate, Monitor and Report Trading by
Insiders
(Pursuant to Regulation 9 of Securities and Exchange Board of India
(Prohibition of Insider Trading) Regulations, 2015**



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Kiri Industries Limited (**"the Company"**) believes in adopting, practicing and upholding the highest standards of professionalism, honesty, integrity and ethical behavior in order to prohibit and prevent insider trading in the Company's securities, in this regards, the Company has formulated and adopted a code of conduct to be followed by its Directors, Designated Person, Connected Person, Specified Persons and concerned Advisers or Consultants or Retainers who, in the opinion of the Company, may have access to the unpublished price Sensitive information ("**UPSI**").

CHAPTER 1 - SHORT TITLE AND COMMENCEMENT

- 1.1. The Code of Conduct shall be known as 'Kiri Industries Limited - Code of Conduct to Regulate, Monitor and Report Trading by Insider sand herein after referred to as 'Code of Conduct';
- 1.2. This code of Conduct has been made pursuant to Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and may be modified by the Board of Directors of the Company from time to time;
- 1.3. This code of conduct will come into force on 1st April, 2019 as defined under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The earlier code of conduct dated 24th May, 2008 and 14th May, 2012 prepared pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Code of Conduct dated 15th May, 2015 pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 have been replaced.
- 1.1. Any subsequent modification and/or amendments brought about by SEBI in the SEBI (Prohibition of Insider Trading) Regulation, 2015 or any other provisions referred in this Code shall automatically apply to this Code unless it requires revision of major provisions of this code.

CHAPTER 2 - APPLICABILITY

The Code shall be applicable to the following persons:-

- (a) Directors;
- (b) Designated Persons
- (c) Specified Persons
- (d) Concerned advisers/consultants/Retainers of the Company;
- (e) Connected persons as defined in the securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and clause 3.8 of this code of conduct.

CHAPTER 3 - DEFINITIONS

3.1 "Act" means the Securities and Exchange Board of India Act, 1992.

3.2 "Board" means the Board of Directors of the Company.

3.3 "Committee" means Committee, if any constituted by the Company for the implementation of this code of conduct.

3.4 "Companies Act" means the Companies Act, 2013 and rules framed there under (subject to modifications or re-enactment thereof from time to time).

3.5 "Company" means "Kiri Industries Limited".

3.6 "Compliance Officer" means Company Secretary of the Company, in absence of Company Secretary, any senior officer, designated so or in absence of both the Executive Director or such other senior officer, 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 this Code of Conduct shall be the Compliance officer functioning under the overall supervision of the board of directors of the Company.

3.7 "Concerned Advisers/Consultants/Retainers" of the Company means such Advisers or Consultants or Retainers or Professionals who in the opinion of the Company may have access to Unpublished Price Sensitive Information.

3.8 "Connected Person":

- (i) 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.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
 - (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

- (g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- (i) a banker of the Company; or
- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

3.9 "Designated Person(s)" means

- (i) All Promoters of the Company
- (ii) All officers comprising top three tiers of the Management including directors of the company, all employees of Corporate Affairs/Secretarial Department, Corporate Planning and Finance Department & Accounts Department;
- (iii) All the senior management personal as defined in the explanation to section 178 of the Companies Act, 2013;
- (iv) All Key Managerial Person as defined in Section 2(51) of the Companies Act, 2013;
- (v) Any other employee as may be determined by the Compliance Officer from time to time who reasonably have access to the UPSI.

3.10 "Dealing in Securities" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

3.11 "Director" means Director appointed on the Board of the Company.

3.12 "Generally available Information" means information that is accessible to the public on a non-discriminatory basis.

3.13 "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.

3.14 "Insider" means any person who is,
(i) a connected person; or
(ii) in possession of or having access to unpublished price sensitive information.

3.15 "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any amendment thereof.

3.16 "Promoter Group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

3.17 "Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

3.18 "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.

3.19 "Specified Persons" means the Directors, Connected Persons, Insiders, the Designated Persons and the promoters and immediate relatives are collectively referred to as Specified Persons.

3.20 "Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

3.21 "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

3.22 "Trading Day" means a day on which the recognized stock exchanges are open for trading.

3.23 "Trading Window" means the period for trading in the Company's Securities by the Directors, the designated persons, Specified Persons, Connected Person and the Advisers/Consultants/Retainers and their immediate relatives.

3.24 "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, de-listings, disposals and expansion of business and such other transactions;
- v. changes in key managerial personnel.

All other Words and expressions used and not defined in this Code of Conduct but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities and Exchange Board of India (Prohibition Of Insider Trading) Regulations, 2015, the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those Act/Regulations.

CHAPTER 4 - CODE OF CONDUCT

4.1. Role of Compliance Officer:

- (a) The Compliance Officer of the Company shall, under the overall supervision of the Board of Directors be responsible for monitoring adherence to this Code of Conduct, pre-clearing and monitoring of trades covered by this Code of Conduct, implementation of this code of Conduct and for maintenance of list of the Directors, Designated Persons, connected person and concerned Advisers/Consultants/Retainers.
- (b) The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors, but not less than once in a year.
- (c) The Compliance Officer shall assist all persons to whom this code of conduct applies in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

4.2. Preservation of “Price Sensitive Information”

The Directors, Designated Person, Connected Person, Specified Persons and concerned Advisers or Consultants or Retainers of the Company shall maintain the confidentiality of all price sensitive information and shall not communicate any Unpublished Price Sensitive Information to any person except on ‘need to know basis’ – i.e. that Unpublished price Sensitive Information should be disclosed only to those persons within the Company or persons connected with the Company who need the Information to discharge their duty or legal obligations and whose possession of such information will not give rise to a conflict of investor or appearance of misuse of the information.

4.3. “Price Sensitive Information” not to be passed on:

The Directors, Designated Persons, Connected Person and concerned Advisers or Consultants or Retainers of the Company shall not pass on any Price Sensitive Information to any person directly or indirectly by way of making a recommendation for the trading of Securities of the Company. However, The Unpublished price sensitive information can be shared as an exception by such persons for “Legitimate purposes” as per “Policy for determination of Legitimate Purposes”.

4.4. Limited access to confidential information:

The Directors, Designated Person, Connected Person and concerned Advisers or Consultants or Retainers of the Company shall keep the files containing confidential Price Sensitive Information duly secured computer files must be kept with adequate security of login and password, etc.

4.5. Maintenance of Structured Digital Database of Insiders

The board of directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2015 along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

4.6. Prevention of misuse of “Unpublished Price Sensitive Information”

(a) Trading Plan

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company 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.

(b) Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) 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;
- (iii) entail trading for a period of not less than twelve months;

- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) 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
- (vi) not entail trading in securities for market abuse.

(c) The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

Provided that pre-clearance of trades shall not be required for trade executed as per approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

(d) 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.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any Unpublished Price Sensitive Information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such Unpublished Price Sensitive Information becomes generally made available to the public information.

4.7. Closure of Trading Window:

- a) The trading window shall be closed when Compliance Officer determines, that designated person or class of designated persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such securities to which such Unpublished Price Sensitive Information relates. Designated persons and their immediate relatives shall not trade in securities when trading window is closed. In case of declaration of financial results, such trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of Financial Results.
- b) When the trading window is closed, the Specified Persons shall not trade in the Company's securities in such period.
- c) All Specified 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.
- d) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

- e) The Compliance Officer shall intimate the closure of trading window to all the Specified Persons of the Company when he determines that such Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such securities to which such Unpublished Price Sensitive Information relates.
- f) The Compliance Officer after taking into account various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than 48 hours after the information becomes generally available.
- g) The Compliance Officer shall ensure that the gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

4.8. No opposite Transaction:

The Specified Persons who buy or sell any securities of the Company shall not enter into any opposite transaction i.e. sell or buy any securities of the Company within the next six months following the prior transaction. However, the compliance officer is empowered to grant relaxation from strict application of such restriction if application is made in **(Form E)** and after recoding reasons to be recorded in writing provided that such relaxation does not violate the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015. If any 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.

The restriction of contra trade shall not be applicable for trades pursuant to exercise of stock options.

4.9. Pre-clearance trades:

All Specified Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above exceeding Rs. 25 Lakhs (market value), shall have to make an application to the Compliance Officer for the pre-clearance of the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such Specified Person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder:

- (i) An application shall be made in the prescribed **(Form A)** to the Compliance officer indicating the estimated number of securities that the Specified Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

- (ii) An undertaking (**Form B**) shall be executed in favour of the Company by such Specified Person incorporating, *inter alia*, the following clauses, as may be applicable:
- (a) That the employee/director/officer does not have any access or has not received “Unpublished Price Sensitive Information” up to the time of signing the undertaking.
 - (b) That in case the Specified Person has access to or receives “Unpublished Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - (c) That he/she has not contravened the Code of Conduct to Regulate, Monitor and Report Trading by Insiders as notified by the Company from time to time.
 - (d) That he/she has made a full and true disclosure in the matter.
- (iii) All Specified Persons shall execute their trade in respect of securities of the Company within seven trading days after the approval of pre-clearance is given. The Specified Person shall file within 2 (two) days of the execution of the trade, the details of such trade with the Compliance Officer in the prescribed form. The Compliance Officer shall issue pre-clearance order to the Specified Person once his application for pre-clearance of trade is approved (**Form C**). In case the transaction is not undertaken, a report to that effect shall be filed. (**Form D**).
- (iv) If the order is not executed within seven trading days after the approval is given, the Specified Person must take fresh pre-clearance for the transaction.
- (v) The Directors, Designated Person, Connected Person and concerned Advisers or Consultants or Retainers shall promptly give a letter of “**confirmation of trade**” to the Compliance Officer upon completion of the trade in (**Form D**).

4.10. As and when the new employee is joined or consultant/retainer is engaged in the Company who is/are expected to have access to the Unpublished Price Sensitive Information due to his/her roles and responsibilities to be assigned to him/her , the Compliance officer shall elucidate him/her about this Code of Conduct.

CHAPTER 5 – DISCLOSURE POLICY

5.1 Initial Disclosures.

- (i). Every promoter, member of the promoter group, key managerial personnel and director of the Company shall disclose their 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;
- (ii). Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter or member of the promoter group shall disclose their 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
- (iii) such disclosures stated in above shall be made in (**Form F**).

5.2 Continual Disclosures.

- (i) Every promoter, member of the promoter group, Designated Person and director of every company shall disclose to the company the number of 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 Rs. 25 Lakhs (Rupees Twenty Five Lakhs) **(Form G)**.
- (ii) Every promoter, member of the promoter group, key managerial personnel, Designated Person and director of the Company shall disclose their holding of securities of the company as on the date of every financial year to the company within thirty days of end of financial year **(Form H)**.

5.3 Other Disclosure:

The Designated Persons shall disclose the names and Permanent Account Number or any other identifier authorized by law of following persons of the Company on annual basis and as and when the information changes:

- i. immediate relatives
- ii. persons with whom such designated person(s) shares a material financial relationship
- iii. Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

For the purpose this clause:

- (a) The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives and by any other person for whom such person takes trading decisions.
- (b) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

The Compliance Officer shall maintain records of all the disclosures for a minimum period of five years.

CHAPTER 6 - INTERNAL CONTROL SYSTEM:

The Compliance Officer of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these code and the Regulations to prevent insider trading.

The Audit Committee of the Company shall review compliance with the provisions of the Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

The internal controls shall include the following:

- (a) all employees who have access to unpublished price sensitive information are identified as designated persons;
- (b) all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of the Regulations.
- (c) adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by the Regulations.
- (d) list of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;

CHAPTER 7 -PENALTIES

7.1 Director, Designated Persons and concerned Advisor/consultant/Retainer who trades in securities or communicates any confidential information for trading in securities in contravention of this code of conduct will be penalized an appropriate action can be taken against him by the Company after giving him a reasonable opportunity of being heard. The person who violates this code of conduct in any manner whatsoever may also be subject to disciplinary action including wage freeze, suspension, ineligibility for future participation in Employee Stock Option Scheme (ESOP), etc.;

7.2 If any contra trade is executed by any person in violation of Clause 4.8 the profits from such trade shall be liable to be transferred to the Securities and Exchange Board of India for credit to Investor Protection and Education Fund.

7.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

FORM A

SPECIMEN OF APPLICATION FOR PRE-CLEARANCE APPROVAL

Date:

To
The Compliance Officer
Kiri Industries Limited
7th Floor Hasubhai Chambers,
Opp. Town Hall, Ellisbridge,
Ahmedabad – 380 006

Dear Sir/Madam,

Application for Pre-Clearance approval in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders, I seek approval to purchase / sale of _____ equity shares of the Company as per details given below:

(I) Details of my Shareholding given below:

Name and PAN	Designation	Department	No. of shares held (with DP ID /Client ID)	Nature of transaction for which approval is sought	No. of shares to be dealt with

(II) Details of shares held by my immediate relative(s):

Name	Relationship	No. of shares held (with DP ID and Client ID)	Nature of transaction for which approval is sought	No. of shares to be dealt with

I/we hereby declare that the shares to be traded shall not violate provision of contra trade. I enclose herewith the duly signed undertaking in this regard.

Yours faithfully,

(Signature of Employee)

Name:

Designation:

Department:

Form B

UNDERTAKING

To,
Kiri Industries Limited
7th Floor Hasubhai Chambers,
Opp. Town Hall, Ellisbridge,
Ahmedabad – 380 006

Sub: Undertaking to be accompanied with the application for Pre-Clearance

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ (mention number of share) shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

- (i) I declare that neither I nor any of my immediate relatives am/is in possession of unpublished price sensitive information (as defined in the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders up to the time of signing this Undertaking;
- (ii) I or any of my relatives shall not enter into opposite transactions i.e. buy/sale pursuant to this application;
- (iii) I declare that I or any of my immediate relatives have/has not taken any position in derivative transactions in the shares of the Company at any time;
- (iv) In the event that I have access to or received any information that could be construed as "Unpublished Price Sensitive Information" (UPSI) as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such UPSI becomes public;
- (v) I declare that I have not contravened the provisions of the Code as notified by the Company from time to time;
- (vi) I undertake to submit the necessary report within Two days of execution of the transaction/a 'Nil' report if the transaction is not undertaken;
- (vii) If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval failing which I shall seek pre-clearance;
- (viii) I declare that I have made full and true disclosure in the matter

Date:

(Name)

FORM C
PRE-CLEARANCE ORDER

To,
Name: _____
Designation: _____
Place: _____

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

In case you do not execute the approved transaction/deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company.

In case the transaction is not undertaken a 'Nil' report shall be submitted to the undersigned.

Yours faithfully,

For Kiri Industries Limited

Compliance Officer

Date: _____

FORM D
CONFIRMATION OF TRADE

Date: _____

To
The Compliance Officer
Kiri Industries Limited
7th Floor Hasubhai Chambers,
Opp. Town Hall, Ellisbridge,
Ahmedabad - 380 006

I confirm that the transaction for trading in shares for which approval was granted on _____ was/was not* completed on _____ (i.e. seven trading days from the date of approval) by purchasing/selling _____ (No.) equity shares of the Company.

Signature: _____

Name: _____

* Strike off whichever is not applicable.

FORM E
APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

Date: _____

To
The Compliance Officer
Kiri Industries Limited
7th Floor Hasubhai Chambers,
Opp. Town Hall, Ellisbridge,
Ahmedabad – 380 006

Through Division/Department Head

I request you to grant me waiver of minimum holding period of 6 (six) months as required under

Code of Conduct to Regulate, Monitor and Report Trading by Insiders with respect to _____

shares of the Company held by me/_____ or my _____ (Name of immediate

relative) singly or jointly acquired by me on _____(Date). I Mr./Mrs./Miss _____

desire to sell the said shares on account of

_____ (give

reasons & justification).

Thanking You

Yours Faithfully,

Name:

Designation:

Department:

FORM F

FORM FOR INITIAL DISCLOSURE OF DETAILS OF SHARES HELD BY DIRECTORS, DESIGNATED PERSON, CONCERNED ADVISORS/CONSULTANTS/RETAINERS AND THEIR IMMEDIATE RELATIVES

Date: _____

To
The Compliance Officer
Kiri Industries Limited
7th Floor Hasubhai Chambers,
Opp. Town Hall, Ellisbridge,
Ahmedabad - 380 006

(I) Details of my Shareholding as on _____ (Date of Appointment) as under:

Name and PAN	Designation	Department/ Date of joining	No. of shares held	Date of Acquisition	Folio No./ DP ID/ Client ID

(II) Details of shares held by immediate relative(s):

Name	Relationship	No. of shares held	Folio No./ DP ID/ Client ID

Signature: _____

Name: _____

FORM G

FORM FOR DISCLOSURE OF TRANSACTIONS
(To be submitted within 2 trading days of transaction of the Company)

Date: _____

To,
The Compliance Officer
Kiri Industries Limited
7th Floor Hasubhai Chambers,
Opp. Town Hall, Ellisbridge,
Ahmedabad – 380 006

Dear Sir,

DETAILS OF TRANSACTION:

Ref: Your Approval letter No. _____ dated _____

I Mr./Mrs./Miss _____(Name), _____(Designation)_hereby inform you that I have bought/sold/subscribed any Securities of the Company as detailed below.

Name of holder	No. of Securities dealt with Bought/ Sold Subscribed	DP ID/CLIENT ID (electronic form) or Folio No.	Price (Rs)	Date of Trade

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (Five) years and produce to the Compliance Officer/SEBI any **of the following documents**:

1. Broker's contract note
2. Copy of Delivery instruction slip (applicable in case of sale transaction)

I declare that the above information is correct and that no provisions of the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

I agree to hold the above Securities for a minimum period of six months. In case there is any urgent need to sell these Securities within the said period, I shall approach the Company (Compliance Officer) for necessary approval (applicable in case of purchase / subscription).

Yours truly,

Signature: _____

Name: _____

Emp. No: _____

Department: _____

FORM H

ANNUAL DISCLOSURE OF SHAREHOLDING

Date: _____

To
The Compliance Officer
Kiri Industries Limited
7th Floor Hasubhai Chambers,
Opp. Town Hall, Ellisbridge,
Ahmedabad – 380 006

(I) Details Of Shareholding Of Directors/Designated Person/Concerned Advisors/Consultants And Retainers:

Name and PAN	Designation	Department	No. of shares held during the year (1 st April,	No. of shares brought during the year	No. of shares sold during the year	No. of shares held as on 31 st March,	Folio No./ DP ID/ Client ID

(II) Details of shares held by immediate relative(s)

Name and PAN	Relationship	No. of shares held during the year (1 st April,	No. of shares brought during the year	No. of shares sold during the year	No. of shares held as on 31 st March,	Folio No./ DP ID/ Client ID

1. I declare that I/my immediate relatives have complied with the requirement of not entering into an opposite transaction i.e. buy/sale shares of the Company within six of sale/purchase of the shares of the Company.
2. I declare that I/my immediate relatives have not taken any position in derivative transactions in the shares of the Company at any time.

Signature: _____

Name: _____