



K.S. OILS LIMITED

**CODE OF INTERNAL PROCEDURES
AND CONDUCT FOR REGULATING, MONITORING AND
REPORTING OF TRADING IN SECURITIES BY DESIGNATED
PERSONS**

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1. INTRODUCTION

The Securities and Exchange Board of India (“SEBI”), through its Gazette Notification dated January 15, 2015, issued the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”) to prohibit insider trading in securities and strengthen the related legal framework.

Pursuant to Regulation 9(1) of the SEBI PIT Regulations, the Board of Directors of **K.S. Oils Limited** (“the Company” or “KSOILS”), at its meeting held on 14 November, 2025 has adopted the *Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders*. Version 1.0 of the Code has been approved by the Board on 14 November, 2025 and shall be effective from 14 November, 2025.

This Code aims to preserve the confidentiality of Unpublished Price Sensitive Information (“UPSI”) and prevent its misuse, ensuring fairness, transparency, and compliance with applicable laws. The Company maintains a zero-tolerance policy towards insider trading or any related unlawful practices.

2. SCOPE & PURPOSE / OBJECTIVE/ APPLICABILITY OF THE CODE

The Code aims to:

(a) Promote ethical behavior among Designated Persons and a Culture of trust, honesty, integrity, transparency, accountability by restricting Designated Persons to use UPSI to their own personal advantage at the cost of stakeholders and the Company and to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof.

(b) Ensure transparency and fairness in dealing in the securities of the Company by the connected as well as deemed to be connected persons and adherence to all applicable laws and regulations by them.

APPLICABILITY

This Code is applicable to all Designated Persons and their Immediate Relatives.

For the purpose of this Code, any reference to a “Designated Person” shall be deemed to include his or her Immediate Relatives.

Further, employees or officials of any material subsidiary company, if categorized as Designated Persons, shall also be governed by this Code to the extent applicable.

3. DEFINITIONS, INTERPRETATIONS & REFERENCES

1.1 “Act” means the Securities and Exchange Board of India Act, 1992.

1.2 “Audit Committee” shall mean committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

1.3 “Board” means board of directors as defined under the Companies Act, 2013, as constituted from time to time.

4. “Code” shall mean this Code of Internal **Procedures** and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons;

1.4 “Company” shall mean K.S. Oils Limited.

1.5 “Compliance Officer” means the Compliance Officer, designated from time to time, in compliance with the provisions of the SEBI PIT Regulations;

1.6 “Connected Person” means:

* any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

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 1.14 of this code; 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 recognized 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.
- k. firm or its partner or its employee in which a connected person is also a partner;
- l. a person sharing household or residence with a connected person.

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

1.8 “Director” means a member of the Board of Directors of the Company.

1.9 “Designated Person(s)” shall include:

- a. Promoters and Promoters Group of the Company, as appearing in the Shareholding pattern of the Company;
- b. Directors of the Company;
- c. Key Managerial Personnel of the Company;
- d. Managing Director / Chief Executive Officer of the Company;
- e. Employees up to 2 levels below the Directors and Chief Executive Officer / Managing Director of the Company (if any) and Personal Secretary(s)/ Assistant(s) to such officials;
- f. Employees in the Finance and Accounts Department, IT Department, and in the Legal/ Taxation/ Secretarial Departments at the corporate office of the Company, irrespective of grade level.
- g. Persons up to level of General Manager (as stated under point (a) to point (f) above of Holding Company (if any), Material Subsidiary Company(ies) (if any).
- h. Such other persons, as the Compliance Officer, in consultation with the Managing Director may designate from time to time.

1.10 “Employee” means every employee of the Company including Permanent Employees, Contractual



Employees, apprentices, trainees etc. and the Directors in the employment of the Company.

1.11 “Generally available Information” means information that is accessible to the public on a non-discriminatory basis.

It is intended to define what constitutes generally available information so that it is easier to crystallize and appreciate what unpublished price sensitive information is. Information published on the website of a stock exchange, would ordinarily be considered generally available.

1.12 “Holding Company” means a Company as defined in Section 2(46) of the Companies Act, 2013 or under Regulation 2 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

1.13 “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.

1.14 “Insider” means any person who,

- a. a connected person; or
- b. in possession of or having access to unpublished price sensitive information including in receipt of UPSI.

1.15 “Investor Protection and Education Fund/IPEF” means the Investor Protection and Education Fund created by SEBI under Section 11 of the Act.

1.16 “Informant” is an individual(s) who voluntarily submits to the Board, the Original Information in a Voluntary Information Disclosure Form (VIDF) relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under these PIT Regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward.

1.17 “Informant Incentive Committee” means the High-Powered Advisory Committee constituted by the SEBI in the manner as may be specified under regulation 11 of the Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018.

1.18 “Insider Trading Laws” means the following provisions of securities laws:

- i. Section 15G of the Act
- ii. regulation 3 of SEBI (PIT) Regulations
- iii. regulation 4 of SEBI (PIT) Regulations
- iv. regulation 5 of SEBI (PIT) Regulations
- v. regulation 9 or regulation 9A of SEBI (PIT) Regulations, in so far as they pertain to trading or communication of unpublished price sensitive information.

1.19 “Irrelevant, vexatious and frivolous information” includes, reporting of information which in the opinion of SEBI –

- i. does not constitute a violation of insider trading laws; or
- ii. is rendered solely for the purposes of malicious prosecution; or
- iii. is rendered intentionally in an effort to waste the time and resource of the Board

1.20 “Key Managerial Person” means person as defined in Section 2(51) of the Companies Act, 2013 or under Regulation 2 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from



time to time.

1.21 “Leak of UPSI” shall refer to such act / circumstance(s) by which an UPSI is made available or becomes available, before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

*The Policy & Procedure for inquiry in case of leak of UPSI is annexed as **Appendix-A** and forms part of this Code.*

1.22 “Legal Representative” means a duly authorized individual who is admitted to the practice of law in India.

1.23 “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 from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

1.24 “Material Subsidiary” shall mean a subsidiary, whose income or net worth (i.e., paid-up capital, free reserves and securities premium account) exceeds ten percent of the consolidated income or net worth respectively, of the Company and its subsidiaries, in the immediately preceding accounting year.

1.25 “Monetary Sanctions” shall mean any non-monetary settlement terms or any direction of the Board, in nature of disgorgement under securities laws aggregating to at least Rupees One Crore arising from the same operative facts contained in the original information.

1.26 “Legitimate Purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, Suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations

1.27 “Ordinary course of business” includes regular and usual day to day transactions, general customs and practices of a business performed in the Company.

1.28 “Original Information” means any relevant information submitted in accordance with the SEBI (PIT) Regulations pertaining to any violation of insider trading laws i.e.

- i. derived from the independent knowledge and analysis of the Informant;
- ii. not known to the Board from any other source, except where the Informant is the original source of the information;
- iii. is sufficiently specific, credible and timely to –
 - a) commence an examination or inquiry or audit,
 - b) assist in an ongoing examination or investigation or inquiry or audit,
 - c) open or re-open an investigation or inquiry, or
 - d) inquire into a different conduct as part of an ongoing examination or investigation or inquiry or audit directed by the Board;
- iv. not exclusively derived from an allegation made in a judicial or administrative hearing, in a Governmental report, hearing, audit, or investigation, or from the news media, except where the Informant is them original source of the information; and
- v. not irrelevant or frivolous or vexatious.

Explanation. –Information which does not in the opinion of SEBI add to the information already possessed by the SEBI is not Original Information.

“Own Analysis” means the examination and evaluation of the relevant information by the Informant that may be publicly available, but which reveals analysis that is not known to SEBI:

Provided that such analysis is not derived from professional or confidential communication protected under the Indian Evidence Act, 1872 (1 of 1872);

1.29 “Own Knowledge” means relevant information in the possession of the Informant not derived from publicly available sources: Provided that such knowledge is not derived from professional or confidential communications protected under the Indian Evidence Act, 1872 (1 of 1872);

1.30 “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 modification thereof.

1.31 “Reward” means any gratuitous monetary amount for which an informant is declared eligible as per the provisions of the SEBI (PIT) Regulations; **Relative** shall mean the following:

- (i) spouse of the person;
- (ii) parent of the person and parent of its spouse; (iii) sibling of the person and sibling of its spouse;
- (iv) child of the person and child of its spouse;
- (v) spouse of the person listed at sub-clause (iii); and
- (vi) spouse of the person listed at sub-clause (iv)

1.32 “SEBI (LODR) Regulations” Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto.

1.33 “SEBI PIT Regulations” shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, together with the circulars issued thereunder, including any statutory modifications or re-enactments thereof for the time being in force.

1.34 “SEBI” shall mean Securities and Exchange Board of India.

1.35 “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.

1.36 “Subsidiary Company” or “Subsidiary”, means a Company as defined in section 2(87) of the Companies Act, 2013 or under Regulation 2 of SEBI (LODR) Regulations, as amended from time to time.

1.37 “Securities laws” means the Act, the Securities Contract (Regulations) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996), the relevant provisions of any other law to the extent it is administered by the Board and the relevant rules and regulations made thereunder.

1.38 “Structured Digital Database” or “SDD” means a digital database created, updated and maintained by the Company as per the provisions of the SEBI PIT Regulations containing the nature of Unpublished Price Sensitive Information of the Company and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

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

1.40 “Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal, pledge in any securities, and **“trade”** shall be construed accordingly.

Under the parliamentary mandate, since the Section 12A(e) and Section 15G of the Act employs the term 'dealing 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 UPSI which are strictly not buying, selling or subscribing, such as pledging etc., when in possession of UPSI.

1.41 “Trading Day” means a day on which the recognized stock exchanges are open for trading.

1.42 “Trading Plan” means a plan for dealing in securities of the Company for a period not earlier than one hundred and twenty calendar days from the public disclosure of the plan by the designated person

1.43 “Trading Window” means the period during which trading may be carried out in the Company’s Securities by Designated Person;

1.44 “Unpublished Price Sensitive Information / UPSI” 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:

- a) financial results;
- b) dividends;
- c) change in capital structure;
- d) mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- e) changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- f) change in rating(s), other than ESG rating(s);
- g) fund raising proposed to be undertaken;
- h) agreements, by whatever name called, which may impact the management or control of the company;
- i) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- j) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- k) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- l) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report
- m) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- n) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- o) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- p) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approval.



1.45 “Voluntarily providing information” means providing the SEBI with information before receiving any request, inquiry, or demand from the SEBI, any other Central or State authorities or other statutory authority about a matter, to which the information is relevant.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), 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 thereunder shall have the meanings respectively assigned to them in those legislation.

The provisions of this Code have to be read along with the SEBI PIT Regulations and if there is any inconsistency/contradiction between the two, the provisions of the SEBI PIT Regulations shall prevail.

5. ROLES AND RESPONSIBILITY OF THE COMPLIANCE OFFICER

The Company Secretary shall be the Compliance Officer for the purposes of this Code and the SEBI PIT Regulations, who shall work subject to guidance of the Chairman and the Board of Directors 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.

In his/her absence, the person next in rank below the Company Secretary in the Company Secretariat looking after matters related to these regulations shall act as Compliance Officer.

In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities, Employees and Unpublished Price Sensitive Information of the Company.

In order to discharge his/ her functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his/her functions.

The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the SEBI PIT Regulations and this Code.

DUTIES OF THE COMPLIANCE OFFICER:

- a) The Compliance Officer shall be *inter-alia* responsible for compliance with policies, procedures, monitoring adherence to the rules for the preservation of UPSI, Pre-clearing of trades of Designated Persons and their immediate relatives, monitoring of trades and implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Company.
- b) The Compliance Officer shall maintain a record of the Designated Persons and their immediate relatives and any changes therein.
- c) The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding SEBI (PIT) Regulations and the Company's Code of Conduct.
- d) The Compliance Officer shall specify period for closure of Trading Window from time to time and immediately make an announcement thereof. In this regard, Compliance Officer is required to ensure that the trading window shall not be re-opened earlier than forty-eight hours from the date of dissemination of information to the public.
- e) The Compliance Officer shall place report in respect of trading in the securities by Designated Persons and such other Employees as the Board deems fit before the Chairman of the Board and Audit Committee not less than once in a year.
- f) The Compliance Officer may formulate a committee to ensure effective implementation, monitoring and compliance of the Code.

g) The Compliance Officer shall obtain requisite declarations from the Designated Persons to prevent the acts of insider trading.

h) Maintenance of records of disclosures made under this Code for a period of five years.

DETERMINATION OF DESIGNATED PERSONS

The Board of Directors shall in consultation with the compliance officer of the Company, shall determine the list of designated persons on the basis of their role and function in the organization and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation, who shall be covered by this Code.

6. DISCLOSURE BY DESIGNATED PERSONS

Initial Disclosures

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 or Designated Person shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter or member of the promoter group or Designated Person, to the Company within 07 (seven) days of such appointment or becoming a Promoter or member of the promoter group or Designated Person in the prescribed **Form B (Annexure-5)**.

Continual Disclosures

1. Every Promoter and member of the promoter group, Key Managerial Personnel, Designated Person and Director of every company shall disclose to the Company the number of such securities acquired or disposed of within 02 (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 ₹10 lakhs (rupees ten lakhs) (market value) in the prescribed **Form C (Annexure-6)**.

2. The disclosure required under clause no. 1 shall be made within 02 (two) working days of:

- (i) the receipt of intimation of allotment of shares, or
- (ii) the acquisition or sale of shares or voting rights, as the case may be.

3. The Company shall notify the particulars of **Form C** received within two trading days of receipt of disclosure or from becoming aware of the transaction to the Stock Exchanges.

(SEBI vide its Circular no. SEBI/HO/ISD/ISD/CIR/P/2021/617 dated August 13, 2021, has clarified that for listed companies who have complied with requirements of the Circular no. SEBI/HO/ISD/ISD/CIR/P/2020/168 dated September 09, 2020 and already implemented the System Driven Disclosures, the manual filing of disclosures as required under Regulation 7(2) (a) & (b) of the SEBI (PIT) Regulations, is no longer mandatory.)

Note:

- 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.
- The disclosures of trading in securities shall also include trading in derivatives of securities, if any, and the traded value of the derivatives shall be taken into account for purposes of this Code.
- The disclosures made under this Code shall be maintained for a period of five years.



Disclosure by Connected Persons

The Compliance officer may, at its discretion require any other Insider/Connected Person as may be identified by the Company, to make disclosures of holdings and trading in Securities of the Company in such form and at such frequency as may be deemed necessary in order to monitor compliance with these SEBI PIT Regulations, in the prescribed **Form-D (Annexure-7)**.

One Time Disclosure by Designated Persons

Designated Persons shall be required to disclose names of educational institutions from which they have studied and names of their past employers on a one-time basis change (**Annexure-8A**).

The Compliance Officer may from time-to-time review and modify the formats for submitting disclosures, as may be appropriate.

Annual Disclosures by Designated Persons

Annual disclosure thereof containing the below details within a period of 30 days from the closure of each financial year and as and when the information changes (**Annexure-8B**):

- a) Name of Immediate Relatives;
- b) Persons with whom such Designated Person(s) shares a Material Financial Relationship;
- c) PAN or any other identifier authorized by law of (a) & (b)
- d) Phone, mobile and cell numbers which are used by them (a) & (b).

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.

7. Trading by Designated Persons and their Immediate Relatives

1. Trading Window and Window Closure:

1.1 Trading in securities of the Company shall only be done when the Trading Window is open and within the threshold limit prescribed hereunder and shall not trade in the securities of the Company during the period when the Trading Window is closed.

1.2 The trading window shall be closed by the Compliance Officer at least 07 (seven) days or such other period as may be decided by him prior to UPSI is published.

1.3 The Trading Window shall remain closed from such date as specified or determined by the compliance officer to consider:

- Declaration of Financial results (quarterly and annual);
- Declaration of dividends (interim and final);
- Issue of securities by way of public/rights/bonus etc.;
- Any major expansion plans;
- Amalgamation, mergers, takeovers and buy-back;
- Disposal of whole or substantially whole of the undertaking;
- Acquisition, de-merger, restructuring, scheme of arrangement, spin-off of divisions etc.;
- Consolidation / splitting of shares as prescribed under Section 61 of the Companies Act, 2013 or any

amendments thereto, from time to time;

- Voluntary de-listing of shares by the Company;
- For such other matters as determined by the Compliance officer from time to time.

The gap between clearance of financial results by the Audit Committee and Board meeting for approval of such financial results should be as narrow as possible and preferably on the same day to avoid leakage of UPSI.

Notwithstanding anything contained in point 1.1 herein above, the trading window restrictions as mentioned in sub-clause (i) shall not apply in respect of –

- (a) pledge of shares for a *bona fide* purpose such as raising of funds, subject to pre- clearance by the Compliance Officer and compliance with the respective SEBI regulations;
- (b) transactions which are undertaken in accordance with respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the SEBI from time to time.
- (c) In case of ESOPs, if any, exercise of option may be allowed in the period when the trading window is closed.

Provided, sale of shares allotted on exercise of ESOPs, if any, shall not be allowed when trading is closed.

Provided that the insider may prove his innocence by demonstrating the circumstances, if he deals in securities of the Company while trading window is closed.

1.4 The Trading Window shall be opened not earlier than 48 hours after UPSI becomes generally available information. However, the Compliance Officer shall close the trading window from the end of every quarter till forty-eight (48) hours after the declaration of financial results.

1.5 There may be instances where a particular transaction is in initial preliminary stage and may not be disseminated to public at large before finalization of terms and conditions of the transaction. To ensure that no fraudulent dealing in securities takes place even at this stage, a Notional Trading Window may be created from time to time by the Compliance Officer for Designated Person(s) or class of Designated Person(s) who are directly or indirectly involved in the transaction.

“Notional Trading Window” means a temporary restriction on the trading during the period when the discussions pertaining to certain transactions which may have a material impact on the Company in future if taken finalized, are being made within the Company but formal decision for the same is yet to be taken.

1.6 Notional Trading Window generally takes place prior to the communication of following special events to the public:

- Acquisition, de-merger, restructuring, scheme of arrangement, spin-off of divisions etc.;
- Consolidation/ splitting of shares as prescribed under Section 61 of the Companies Act, 2013 or any amendments thereto, from time to time;
- Voluntary de-listing of shares by the company;
- Declaration of dividends (interim and final);
- Issue of securities by way of public/rights/bonus etc.;
- Any major expansion plans;
- Amalgamation, mergers, takeovers and buy-back;
- Any other event as may be deemed fit by the Compliance Officer.



1.7 The Compliance Officer shall intimate the closure of trading window and Notional Trading window to all the Designated Persons/concerned Designated Persons, respectively, of the Company when he determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI.

1.8 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, etc., assisting or advising the Company, during their association with the Company, directly or indirectly, six months prior to the trading window.

Trading while in possession of UPSI:

Trading in securities shall not be done by a Designated Person when he/she is in possession of UPSI.

Provided that he/she may prove his innocence by demonstrating the circumstances including the following:

- The transaction is an off-market transfer between Designated Persons who were in possession of the same UPSI without being in breach of regulation 3 of SEBI (PIT) Regulations and both the parties had made a conscious and informed trade decision.

Provided further that such off-market trades shall be reported by the person undertaking such transaction to the Company within two working days. The Company will further notify the particulars of such trade to the Stock Exchanges on which the securities are listed within two trading days from the receipt of the disclosure or from becoming aware of such information.

- The transaction was carried out through the block deal window mechanism between Designated Persons and/or relatives who were in possession of the same UPSI without being in breach of regulation 3 of SEBI (PIT) Regulations and both the parties had made a conscious and informed trade decision.
- The transaction was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- The transaction was undertaken pursuant to exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- In case of non-individual Designated Persons
 - (a) The individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
 - (b) Appropriate and adequate arrangements were in place to ensure that SEBI (PIT) Regulations are not violated and no UPSI 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;
- The trades were pursuant to a trading plan as defined in Section VIII of this Code.

8. TRADING PLAN

1. Trading Plan:

A Designated Person 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 in accordance with such plan (**Annexure-4**).

2. Trading Plan shall:

2.1 Effective date for commencement of Trading Plan: Any trading as per the trading plan shall only be executed on expiry of 120 days from the date of public disclosure of the said plan.

For instance, if any Designated Person submits his trading plan on May 30 which gets approved and publicly circulated on June 30 then such designated employee shall commence trading under the said plan only upon expiry of 120 days from June 30 i.e., trading can be initiated with effect from October 28.

2.2 Tenure of Trading Plan: Designated Person can give one trading plan at a time and the same should not be for less than 12 months, i.e., there cannot be any overlapping of trading plans.

2.3 Disclosures to be made under the Trading Plan: Any Trading Plan should set out either the value of trades or the number of securities to be traded, along with specific dates and time intervals.

2.4 Liability on the Insider: Trading on the basis of such a trading plan shall not lead to market abuse. If any manipulative activity is detected, it would be open to initiate proceedings for alleged breach of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities market) Regulations, 2003.

2.5 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.

2.6 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 Designated Person is in possession of any UPSI 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 UPSI becomes generally available information.

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

2.8 Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

2.9 Trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan, except as restricted under clause no. 2.2 hereinabove.

9. RESTRICTION ON SHARING OR COMMUNICATION OF UPSI AND FORMULATION OF CHINESE WALLS

Restriction on Sharing or Communication of UPSI

a) All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

b) No UPSI shall be procured from any person except where such procurement is in furtherance of legitimate purpose, performance of duties or discharge of legal obligations.

c) For the purpose of this section, the term "legitimate purpose" shall include sharing of UPSI in the ordinary course of business by a Designated Person with:

➤ partners,



- collaborators,
- lenders,
- customers,
- suppliers,
- merchant bankers,
- legal advisors,
- auditors including internal auditors and secretarial auditors,
- insolvency professionals or
- other advisors or consultants,

Provided that such sharing has not been carried out to evade or circumvent the prohibitions of this Code and SEBI (PIT) Regulations.

- d) Further any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with this Code and SEBI (PIT) Regulations.”
- e) The Designated Person before communicating any UPSI to any person, as mentioned above, shall first approach to the head of the Department (“Head”) who shall be responsible for assessing the need to share such information. The Head on being satisfied shall authorize the Designated Person upon which the UPSI may be communicated. In case the Designated Person is himself / herself is the head of the Department, he/she shall assess the need and if on being satisfied can share the UPSI.
- f) Designated Person shall only communicate UPSI to any person, as mentioned above, through his/ her official email id or such other modes as may be determined by the Board from time to time.
- g) Inquiries from third parties, such as analysts or members of the media, about the Company should be directed/handled as per internal policy.

2. Chinese Wall

- a) As per the SEBI PIT Regulations, the Company has adopted a Chinese wall policy to prevent the misuse of Unpublished Price Sensitive Information in relation to the Company which separates those areas of the Company which routinely have access to UPSI, considered “inside areas” from those departments which deal with sale/ marketing or other departments providing support services, considered “public areas”. All Designated Persons shall adhere to the Chinese wall policy and ensure that confidentiality of Unpublished Price Sensitive Information is maintained at all times.
- b) The employees in the inside area shall not communicate any price sensitive information to anyone in public area, except in furtherance of legitimate purpose, performance of duties or discharge of legal obligations.
- c) The employees in an inside area may be physically segregated from employees in public area. Demarcation of the various departments as inside area may be implemented by the Company.
- d) In exceptional circumstances employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the Compliance Officer.
- e) The Designated Persons within the Chinese Walls have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Any known or suspected breaches of the Chinese Wall must be reported to the Compliance Officer immediately.

f) The Compliance Officer shall report to the Managing Director of any breach of Chinese Wall procedures by any person immediately and if the breach is serious also make a report to the Audit Committee of the Company.

10. STRUCTURED DIGITAL DATABASE OF RECIPIENT OF UPSI

As required under Regulation 3(2) & (5) of the SEBI Regulations, Compliance Officer as may be authorized by the Board, shall maintain a structured digital database of such persons or entities as the case may be with whom UPSI is shared, along with the following information pertaining to the recipients;

- i. Name of such recipient of UPSI;
- ii. Name of the Organization or entity which the recipient represents
- iii. Postal Address and E-mail ID of such recipient
- iv. Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

Such database shall be maintained in accordance with the SEBI PIT Regulations from time to time, including through adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database.

11. DISSEMINATION OF PRICE SENSITIVE INFORMATION

- (i) No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- (ii) Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors.

The following guidelines shall be followed while dealing with analysts and institutional investors: -

- Only public information to be provided.
- At least 02 (two) Company representatives be present at meetings with analysts, media persons and institutional investors.

Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.

- Simultaneous release of information after every such meet.

12. Disciplinary Action

Any Designated Person who trades in securities of NSDL or communicates any information or counsels any person trading in Securities of NSDL, in contravention of the Code or otherwise violates the Code will be subject to disciplinary action as considered appropriate by NSDL. Such actions may include (without limiting) including imposition of wage freeze, suspension, recovery, levying penalty, termination of employment, etc. Any amount collected under this clause shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI.

In case it is observed that there has been a violation of SEBI PIT Regulations, the same shall be promptly reported to the Audit Committee and the Governing Board of NSDL, and thereafter, to SEBI by the Compliance Officer.

Any disciplinary action by NSDL shall not preclude SEBI from taking any action in case of violation of the SEBI PIT Regulations.



13. GENERAL

Review

This Code will be reviewed and amended as and when required by the Board.

Amendments

This Code shall be reviewed by the Board of Directors, as and when considered necessary as per statutory and business requirements of the Company. The Company reserves its rights to alter, modify, add, delete or amend any of the provisions of this Code.

Disclosures

- ✓ A copy of the Code including amendments thereto shall be hosted on the website of the Company at www.ksoils.in.
- ✓ This Policy will be communicated to all operational employees and other concerned persons of the Company.

Disclaimer: Provisions of this Code would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s), etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

POLICY & PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UPSI**Background**

SEBI PIT Regulations, in terms of Regulation 9A(5), requires the Board to formulate policies and procedures for inquiry in case of leak/suspected leak of UPSI.

Any inquiry into any actual or suspected leak of UPSI needs to be tailored to the facts and circumstances of each such instance. Given that it is not possible to provide a standard operating procedure applicable while enquiring into each such instance of leak/ suspected leak of UPSI, this policy sets out the broad principles that the Board will follow while inquiring into cases of actual or suspected leak of UPSI.

Objective

- ✓ To strengthen the internal control system to prevent leak of UPSI;
- ✓ To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors' / financiers' confidence in the company;
- ✓ To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee & Designated Persons with any person, firm, Company or Body Corporate;
- ✓ To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the SEBI promptly;
- ✓ To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

Procedure for inquiry in case of actual /suspected Leak of UPSI:

Upon becoming aware of actual or suspected leak of UPSI, including by way of:

- suo motu, including through its internal monitoring; or;
- a written complaint and/or email received through the whistle blower mechanism of the Company; or
- communication received from regulatory authorities, the Audit Committee shall evaluate and determine if the matter merits any enquiry.

In the event the Audit Committee so decides, a preliminary inquiry shall be

undertaken in case of actual/suspected leak of UPSI. The rationale for the same would be to enable the Audit Committee to establish and take cognizance actual facts and to decide if prima facie there appears to be any violation of securities laws. Based on the findings of the preliminary inquiry, the Audit Committee may decide if a detailed inquiry is required to be undertaken;

Based on the determination of the Audit Committee, a detailed inquiry may be launched in order to assess the veracity of the allegations regarding actual/ suspected leak of UPSI, including through review of the relevant documentation in this regard, as well as conducting interviews, where deemed necessary;

While conducting any inquiry into cases of actual/ suspected leak of UPSI, the Audit Committee shall regard to the principles of natural justice. Accordingly, it will accord due opportunity of being heard to the relevant Designated Person / Insider against whom the allegations have been leveled, during the course of inquiry. Further, such persons shall be entitled to make submissions and to lead evidence and depose witnesses etc., in their defense, before the Audit Committee, and the Audit Committee will be required to assess and consider the same before concluding on the matter.



Outcome of the Inquiry

Upon the conclusion of the inquiry and on the basis of the outcome thereof, the Audit Committee shall decide disciplinary action/penalty, if any, to be awarded to the Designated Person/ Insider. The decision of the Audit Committee shall be final and binding.

Disclosure of actual/ suspected leak of UPSI:

The Compliance Officer shall inform SEBI promptly of such leaks, inquiries and the results of such inquiries as per format provided in **Annexure-11**.

FORMAT OF DISCLOSURE OF TRANSACTIONS

(To be furnished within 2 days from of transaction/dealing in Securities of the Company)

Name of Designated Person	
Designation	
PAN	
Email Id	
Contact No.	
<i>If the trade was effected in the name of Immediate Relative</i>	
Name of Immediate Relative	
Nature of Relationship	
PAN	
<i>Details of Pre-clearance approved</i>	
Type of Transaction for which pre-clearance was applied	Purchase/ Sale
No. of Shares for which pre-clearance was applied	
Pre-clearance approved for (No. of security & date of Approval)	
<i>Details of Transaction executed</i>	
No. of Securities bought/sold	
DP ID/Client ID/Folio Number	
No. of Securities held prior to the date of transaction	
Price at which the transaction executed	
Reasons, if transaction not executed or if executed for lower quantity	
Total number of Securities held after acquisition / sale	

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

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery Instruction Slip (applicable in case of sale transaction).

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 Compliance Officer for necessary approval (applicable in case of purchase / subscription).

I declare that the above information is correct and that no provisions of the Company's Code, SEBI (PIT) Regulations and/or applicable laws/ regulations have been contravened for effecting the above said transactions(s).

Yours faithfully,

Signature:

Name of the Designated Person:

DIN/ PAN/ Employee Code:

Signature of Designated Employee

APPLICATION FOR ANNUAL TRADING PLAN
Date:
**To,
The Compliance Officer
K.S. Oils Limited
Madhya Pradesh**

1. Name of the Applicant: _____
2. PAN: _____
3. No. of securities held in the Company as on date: _____
4. Approval sought for:

Self ☐
Immediate Relative (IR) ☐

5. Trading plan belongs for a period of months i.e., for a period commencing from _____ and ending on _____.

6. Details of the proposed trade:

S. No.	Nature of transaction (Sale/Purchase)	Date of transaction/period/interval for transaction	Value of trade/ No. of securities transacted	Conditions / Remarks

Undertaking:

- ✓ I will not commence trading earlier than six months from the public disclosure of the plan.
- ✓ I do not have overlapping trading plan for the same period.
- ✓ In the event that I am in possession/knowledge of any information that is construed as "Unpublished Price Sensitive Information" as defined in the Policy, at the time of formulation and approval of this plan but which is not made public at the time of trading as per the approved time schedule in the said plan, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- ✓ I have not contravened the provisions of the Insider Trading Policy as notified by the Company from time to time;
- ✓ I have made full and true disclosure in the matter.
- ✓ I undertake to abide by this trading plan once approved and shall furnish such declarations/ disclosures as may be deemed necessary by compliance officer for the monitoring of this plan.
- ✓ I shall not use this trading plan as a tool for market abuse.

Signature:
Date:
For use of Compliance Officer:

Application recd. date	Approval Date	Approval No.	Compliance Officer's signature

Approval granted for Trading Plan for a period of _____ months commencing from _____ up till Notification to Stock Exchange _____.

Signature of Compliance Officer _____.



ANNEXURE - 3

FORM-B

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7(1)(b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the company: **K.S. Oils Limited**

ISIN of the company: **INE727D01022**

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No. of shareholding	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional Value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional Value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Place:

Date:

ANNEXURE - 4
FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(1)(b) read with Regulation 6(2) – Continual Disclosure]

Name of the company: **K.S. Oils Limited**
ISIN of the company: **INE727D01022**

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos	Category of Person (Promoters/ KMP / Directors/ immediate relative to/ Others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/ disposed				Securities held post acquisition/ disposal		Date of allotment advice/acquisition of shares/ sale of shares, specify		Date of intimation to company	Mode of acquisition/ disposal (On market/ public/ rights/ preferential offer/ off-market/ Inter-se transfer ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For e.g. – Share, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and of share holding	Type of securities (For e.g. – Shares, Warrant, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/ Sale/ Pledge/ Revocation/ Invocation/ Others- please specify)	Type of securities (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges.

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which thetrade was executed
Type of contr act	Contr act specifi cation s	Buy		Sell		
		Notional Value	Number of unit (contracts * lot size	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:
Designation:
Place:
Date:

ANNEXURE - 5

FORM D

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7(3) – Transactions by Other Connected Persons as identified by the Company]

Name of the company: **K.S. Oils Limited**

ISIN of the company: **INE727D01022**

Details of trading in securities by other Connected Persons as identified by the Company.

Name, PAN, CIN/DIN, & address with contact no of other connected persons as identified by the Company	Connection with the Company	Securities held prior to acquisition disposal		Securities acquired/ disposed				Securities held postacquisition/ disposal		Date of allotment advice/acquisition of shares/ sale of shares, specify		Date of intimat on to company	Mode of acquisition / disposal (On market / public/ rights/ preferential offer / off-market / Inter-se transfer, ESOs etc.)	Exchange on which the trade was executed
		Type of securities (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No	Value	Transaction Type (Purchase/ Sale/ Pledge / Revocation/ Invocation/ Others please specify)	Type of securities (For e.g. Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(iii) Value of transaction excludes taxes/brokerage/any other charges.



Details of trading in derivatives on the securities of the Company by other Connected Persons as identified by the Company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of unit (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name:

Signature:

Place:

Date:

ANNEXURE - 6A
ONE TIME DISCLOSURE BY DESIGNATED PERSONS

A. Details of Designated Person	
Name	
Address	
PAN	
Designation	
Department	
Phone/ Mobile No.	
B. Details of Education Institutions of Designated Person	
1. Graduation/ Post Graduation, if any	
Name of College/Institution:	
University	
2. Professional Qualification, if any	
Name of College/Institution:	
University	
C. Details of Past Employers of Designated Person	
Name of Last Employer:	
Address:	

ANNEXURE - 6B
ANNUAL DISCLOSURE BY DESIGNATED PERSONS

A. Details of Designated Person	
Name	
Address	
PAN	
Designation	
Department	
Phone/ Mobile No.	
B. Details of persons with whom material financial transaction is entered by Designated Person	
Disclosure Condition Check as applicable (√)/(X):	If yes, provide following details <i>(No need to provide details if the transaction is on arms' length basis)</i>
Whether you have entered a material financial transaction (in nature of loan, gift, capital contribution etc.) with any person which involves either: ➤ receipt by you of amount exceeding 25% of Payer's Annual Income ➤ payment of amount by you exceeding 25% of your Annual Income <input type="checkbox"/> Yes <input type="checkbox"/> No	Name
	PAN
	Phone/Mobile No.
	Name
	PAN
	Phone/Mobile No.
	Name
	PAN
Phone/Mobile No.	
C. Details of Immediate Relatives	
Disclosure Condition: Check as applicable (√)/(X):	Provide following details if any of the condition is ticked (√)
Spouse	Name
	PAN
	Phone/Mobile No.
Mother	
<input type="checkbox"/> Financially Dependent	Name
<input type="checkbox"/> Consults you in taking trading decision	PAN
	Phone/Mobile No.
Father	
<input type="checkbox"/> Financially Dependent	Name
<input type="checkbox"/> Consults you in taking trading decision	PAN
	Phone/Mobile No.
Brother	
<input type="checkbox"/> Financially Dependent	Name

<input type="checkbox"/> Consults you in taking trading decision	PAN
	Phone/Mobile No.
Sister	
<input type="checkbox"/> Financially Dependent	Name
<input type="checkbox"/> Consults you in taking trading decision	PAN
	Phone/Mobile No.
Children (including step child)	
<input type="checkbox"/> Financially Dependent	Name
<input type="checkbox"/> Consults you in taking trading decision	PAN
	Phone/Mobile No.

Use separate sheets if required.

Report of violations related to the Code of Conduct under the SEBI (Prohibition of Insider Trading) Regulations, 2015

[Schedule B read with Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Particulars	Details
Name of the listed company/ Intermediary/ Fiduciary	K.S. Oils Limited
Please tick appropriate checkbox Reporting in capacity of:	Listed Company (NSE & BSE)
<input checked="" type="checkbox"/> Listed Company	
<input type="checkbox"/> Intermediary	
<input type="checkbox"/> Fiduciary	
A. Details of Designated Person (DP)	
i. Name of the DP	
ii. PAN of the DP	
iii. Designation of DP	
iv. Functional Role of DP	
v. Whether DP is Promoter or belongs to Promoter Group	
B. If Reporting is for immediate relative of DP	
i. Name of the immediate relative of DP	
ii. PAN of the immediate relative of DP	
C. Details of transaction(s)	
i. Name of the scrip	
ii. No of shares traded and value (Rs.) (Date-wise)	
D. In case value of trade(s) is more than Rs.10 lacs in a calendar Quarter:	
i. Date of intimation of trade(s) by concerned DP/ director/ promoter/promoter group to Company under regulation 7 of SEBI (PIT) Regulations, 2015	<p align="center">Not applicable</p> <p><i>(SEBI vide its Circular no. SEBI/HO/ISD/ISD/CIR/P/2021/617 dated August 13, 2021, has clarified that for listed companies who have complied with requirements of the Circular no. SEBI/HO/ISD/ISD/CIR/P/2020/16 dated September 09, 2020 and already implemented the System Drive Disclosures, the manual filing of disclosures as required under Regulation 7(2)(a) & (b) of the SEBI (PIT) Regulations, 2015 is no longer mandatory.)</i></p>
ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulation 2015	
Details of violations observed under Code of Conduct	
Action taken by Listed Company Intermediary/ Fiduciary	
Reasons recorded in writing for taking action	

	stated above	
	Details of the previous instances of violations, if any, since last financial year	
	If any amount collected for Code of Conduct violation(s):	
	i. Mode of transfer to SEBI - IPEF (Online/Demand Draft)	

ii. Details of transfer/payment:	
In case of Online:	
Particulars	Details
Name of the transferor	
Bank Name, branch and Account number	
UTR/Transaction reference number	
Transaction date	
Transaction Amount (in Rs.)	
In case of Demand Draft (DD): NA	
Particulars	Details
Bank Name and branch	-
DD Number	-
DD date	-
DD amount (in Rs.)	-
Any other relevant information:	

Yours faithfully,

For K.S. Oils Limited

Name and Signature of Compliance Officer

PAN:

Email ID:

Date and Place:

Form for Informant's Voluntary Information Disclosure to be submitted to the SEBI

[Refer Regulation 7B read with Schedule D to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations)]

I. PERSONAL INFORMATION OF THE INFORMANT		
A. INDIVIDUAL 1:		
Last Name:	First Name.....	Title:
Address:	City / State:	PIN:
Telephone (with State Code)	Mobile:	E-Mail address:
Employment Details*:		Permanent Account Number, if available:
II. LEGAL REPRESENTATIVE (where applicable)		
Last Name:	First Name:	Title:
Firm Name (if not self-employed):		
Contact Address:	City/State:	PIN:
Residence Address:	City/State:	PIN:
Telephone (with State Code):	Mobile:	E-mail Address:
Bar Council Enrolment Number:		
III. SUBMISSION OF ORIGINAL INFORMATION		
1. Is it a violation of securities laws? Yes/No <i>(Please select one or more options as applicable)</i>		
2. If yes to question (1), please describe the type of violation: <input type="radio"/> Section 15G of the Act; <input type="radio"/> Regulation 3 of PIT Regulations; <input type="radio"/> Regulation 4 of PIT Regulations; <input type="radio"/> Regulation 5 of PIT Regulations; and <input type="radio"/> Regulation 9 or Regulation 9A of PIT Regulations, in so far as they pertain to trading or communication of unpublished price sensitive information. <input type="radio"/> Not sure <i>(Please select one or more options as applicable)</i>		
3. Has the violation: Occurred/ Occurring /Potential to occur in future: <i>(Please select one or more options as applicable)</i>		
4. If the violation has occurred, date of occurrence: dd/mm/yy Date range: (dd/mm/yy) - (dd/mm/yy) (in case exact date is not known, an approximate period may be entered)		
5. Have the individual(s) or their representatives had any prior communication(s) or representations with the Board concerning this matter? Yes (If yes, please provide details in a separate Annexure) / No <i>(Please select one or more options as applicable)</i>		
6. Does this violation relate to an entity of which the individual is or was an officer, director, counsel employee, consultant or contractor? Yes (If yes, please provide details in a separate Annexure) / No <i>(Please select one or more options as applicable)</i>		

7. If yes to question (6), was the original information submitted first to your Head or internal legal and

compliance office? Yes / No

(Please select one or more options as applicable)

8. If yes question (7), then please provide, Date of submission of original information: dd/mm/yy

- i. Please describe in detail how the information submitted by you constitutes a violation of insider trading laws. The details must include specific information with respect to:
- ii. details of the securities in which insider trading is alleged;
- iii. the unpublished price sensitive information based on which insider trading is alleged;
- iv. date on which the unpublished price sensitive information was made public;
- v. details of circumstances/evidence leading to possession of unpublished price sensitive information by the alleged violator(s);
- vi. details of insiders/suspects and their trades (i.e. purchase/sale and quantity purchased/sold) along
- vii. with dates/period of trades.

10. What facts or supporting material is your allegation based on? Please include self-certified copies of all the relevant documents. Please attach any additional documents to this form, if necessary.

(Please describe details in a separate Annexure)

11. Identify any documents or other information in your submission that you believe could reasonably be expected to reveal your identity and explain the basis for your belief that your identity would be revealed if the documents were disclosed to a third party.

(Please describe details in a separate Annexure)

12. Provide details of connection amongst the Informant, the company whose securities are involved and the person against whom information is being provided:

(Please describe details in a separate Annexure)

IV. DECLARATION:

I/we hereby declare that, -

- A. I/
we have read and understood the Securities and Exchange Board of India (Prohibition of Inside Trading) Regulations, 2015;
- B. I/
we accept that mere furnishing of information by me/us does not by itself confer on me/us right to get reward and that I/we may not get any Reward at all. I/we would be bound by the decisions that the authority competent to grant reward may take;
- C. I/w
I/we accept that the Securities and Exchange Board of India is under no obligation to enter into any correspondence regarding action or inaction taken as a result of my/our information.
- D. I/
we accept that the reward would be an ex-gratia payment which, subject to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, shall be granted at the absolute discretion of the competent authority. The decision of the authority shall be acceptable to me/us and I/w shall not challenge it in any litigation, appeal, adjudication, etc.
- E. In
the event of my/our death before the reward is paid to me/us, it may be paid to: (Details of nominee)
- F. I/w
I/we declare that the information contained herein is true, correct and complete to the best of my/our knowledge and belief and not obtained from the categories of persons indicated in sub-regulation (2) and sub-regulation (6) of regulation 7G of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and agree to indemnify the Board in case it is not so found. I/we fully understand that I/we may be subject to action under securities laws as well as Section 182 of the Indian Penal Code, 1860 (45 of 1860) and ineligible for Reward if, in my/our submission of information or in any other dealings with the Board, I/we knowingly and wilfully make any false, fictitious, or fraudulent statements or representations, or use any false writing or document knowing that the writing or document contains any false, fictitious, or fraudulent statement.

Signature:

Date: dd/mm/yy

Place:

V. CERTIFICATE BY LEGAL REPRESENTATIVE (where the information is submitted through legal representative)

I hereby certify as follows -

- (a) I have reviewed the completed and signed Voluntary Information Disclosure Form for completeness and accuracy and the information contained therein is true, correct and complete to the best of my knowledge;
- (b) I have irrevocable consent from the Declarant, to provide to the Securities and Exchange Board of India the original Voluntary Information Disclosure Form in the event of a request for it from the Securities and Exchange Board of India due to concerns that the Informant has not complied with these regulations or where the Securities and Exchange Board of India requires the said information for the purpose of verification for declaring any gratuitous reward to the Informant or where the Securities and Exchange Board of India determines that it is necessary to seek such information to accomplish the purpose of the Securities and Exchange Board of India Act including for the protection of investor sharing with foreign securities regulators and foreign and Indian law enforcement agencies, etc.
- (c) I am and shall continue to be legally obligated to provide the original Voluntary Information Disclosure Form without demur within seven (7) calendar days of receiving such request from the Securities and Exchange Board of India.

Signature:

Date: dd/mm/yy

Place:

Note: For submission of information through a legal representative, the redacted copy of the Form expunging information that may identify the Informant shall be submitted by the legal representative without expunging any information relating to the legal representative and the details relating to the violation of insider trading laws.

Note: Incomplete forms may not be accepted.

Form for Informant's Reward Claim to be submitted to the SEBI within the time specified in the intimation of prima facie eligibility to receive an Informant Reward

[Refer Regulations 7D and 7E of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

All fields are mandatory

I. PERSONAL INFORMATION OF THE INFORMANT		
A. Informant:		
Last Name:	First Name: ----- --	Title: -----
Address:	City / State:	PIN:
Telephone (with State code):	Mobile:	E-Mail Address:
Employment Details:		Permanent Account Number, i available:
II. ORIGINAL INFORMATION SUBMITTED		
Online Acknowledgment Receipt Number: (Annex Original Form for Voluntary Information Disclosure, if not yet submitted to Securities and Exchange Board of India)		
Subject matter of submission:		Date of submission: dd/mm/20
Case Name:	SEBI Order No.:	Date: dd/mm/20
III. CONSIDERATION FOR REWARD		
Provide any material information that may be relevant in light of the criteria for determining the amount of Reward or denial thereof.		
Include any supporting documents if necessary.		
IV. DECLARATION BY INFORMANT		

I/we hereby declare that –

- A. I/we have read and understood the Securities and Exchange Board of India (Prohibition of Inside Trading) Regulations, 2015;
- B. I/we accept that mere furnishing of information by me/us does not by itself confer on me/us right to get reward and that I/we may not get any Reward at all. I/we would be bound by the decisions that the authority competent to grant reward may take;
- C. I/we accept that the Securities and Exchange Board of India is under no obligation to pay any reward or enter into any correspondence regarding action or inaction taken as a result of this communication.
- D. I/we accept that the reward would be an ex-gratia payment which, subject to the Securities and Exchange

Board of India Prohibition of Insider Trading) Regulations, 2015, shall be granted at the absolute discretion of the competent authority. The decision of the authority shall be acceptable to me/us and I/we shall not challenge it in any litigation, appeal, adjudication, etc.

- E. In the event of my/our death before the reward is paid to me/us, it may be paid to
- F. (Details of nominee)
- G. I/we declare that the information contained herein is true, correct and complete to the best of my/our knowledge and belief and not obtained from the categories of persons indicated in sub-regulation (2) and sub-regulation (6) of regulation 7G of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and agree to indemnify the Board in case it is not so found. I/we fully understand that I/we may be subject to action under securities laws as well as Section 182 of the Indian Penal Code, 1860 (45 of 1860) and ineligible for an Informant Reward if, in my/our submission of information or in any other dealings with the Board, I/we knowingly and willfully make any false fictitious, or fraudulent statements or representations, or use any false writing or document knowing that the writing or document contains any false, fictitious, or fraudulent statement.

Signature:

Date: dd/mm/yy

Place:

V. CERTIFICATE BY LEGAL REPRESENTATIVE (where applicable)

I hereby certify as follows –

(a)

have reviewed the completed and signed claim form for completeness and accuracy and the information contained therein is true, correct and complete to the best of my knowledge; and

(b)

he declarant is the person who signed the original Voluntary Information Disclosure Form.

Signature:

Date: dd/mm/yy

Place:



Note: For submission of information through a legal representative, the redacted copy of the Form expunging information that may identify the Informant shall be submitted by the legal representative without expunging any information relating to the legal representative and the details relating to the violation of securities laws.



ANNEXURE - 10
K.S. OILS LIMITED

AFFIRMATION OF COMPLIANCE OF THE CODE OF CONDUCT (INSIDER TRADING)

I, Mr./Mrs./Ms. _____ (designation) do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons, during the financial year ended 31st March, _____.

Signature:

Name:

Designation:

Department/Function:

Place:

Date:

1. Kindly sign and return this declaration on or before April 15, _____.
2. This declaration shall be valid for the financial year _____.

**Format for Reporting Actual or Suspected leak of UPSI to the SEBI**

To,
Securities and Exchange Board of India
Plot No. C 4-A, G Block,
Near Bank of India,
Bandra Kurla Complex, Bandra East,
Mumbai – 400 051, Maharashtra

Ref.: Scrip Code
BSE - 526209 NSE
- KSOILS

Dear Sir / Madam,

Subject: Report of actual or suspected leak of UPSI pursuant to Regulation 9A(5) of the SEBI (Prohibition of Insider Trading) Regulation, 2015

Pursuant to Regulation 9A(5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Name of Offender, if known.	
Name of Organization.	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company. If yes, narration of the same	Yes/ No
Any other information.	

Request you to take the aforementioned on your records.

Thanking you,

Yours faithfully,

For KS Oils Limited

Company Secretary & Compliance Officer

FORMAT OF APPLICATION FOR PRE-CLEARANCE OF TRADING
Date:
To,
**The Compliance Officer
K.S. Oils Limited
Madhya Pradesh**
Subject: Application for Pre-clearance of trading in the securities of the Company.

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company's Code of Internal Procedures & Conduct for Regulating, Monitoring and Reporting of Trading in Securities by Designated Persons and the Code of Practices & Procedures for Fair Disclosure of UPSI, I seek approval to purchase/ sale/ subscription of securities of the Company as per details given below:

Details of Designated Person	
Name	
Designation	
PAN	
Location	
Email ID	
Contact No.	
Preclearance sought for	Self/ Immediate Relative
<i>If pre-clearance sought for Immediate Relative, then</i>	
Name of the Immediate Relative for whom pre-clearance sought	
Nature of Relationship	
PAN of Immediate Relative	
Details of Security held by Self/ Immediate Relative for whom the pre-clearance is sought	
No. of Securities held as on date: In physical form	
In dematerialized form	
Details of Proposed Transaction	
(a) Purchase of securities	
(b) Subscription to securities	
(c) Sale of securities	
No. of Securities proposed to be transacted	
Proposed date of dealing in securities	
Price at which the transaction is proposed	
Current market price (as on date of application)	
Whether the proposed transaction will be through stock exchange or off-market deal	
Details of identified account	
Name of Depository Participant	
DP ID / Client ID	
Details of previous pre-clearance, if any	
No. of Shares for which pre-clearance was taken	
Date of approval of pre-clearance	
Whether transaction was executed	



If yes, No. of shares transacted & Value	
Reasons if not traded	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

Signature:

Name of the Designated Person:

DIN/ PAN/ Employee Code:



ANNEXURE-12A

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

Date:

**To,
The Compliance Officer
K.S. Oils Limited
Madhya Pradesh**

I, _____ of the Company residing at _____, am desirous of dealing in the Securities of the Company as mentioned in my Pre-Clearance Application dated__.

- ✓ I am not in possession/ knowledge of any information that could be construed as Unpublished Price Sensitive Information (UPSI) as defined in the Policy up to the time of signing this undertaking;
- ✓ In the event that I am in possession/knowledge of any information that could be construed as UPSI, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer immediately and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- ✓ I have not and shall not enter into any opposite transaction (buy / sell) during the previous/ next six months from the date of last transaction.
- ✓ I undertake to submit the necessary forms/ documents within the prescribed timelines.
- ✓ I am aware that, I shall be liable to face penal consequences including disciplinary action in case the above declarations are found to be misleading or incorrect at any time;
- ✓ I agree to comply with the provisions of the Code at all times and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so, required by SEBI.
- ✓ I further hereby agree to indemnify and keep the Company and its Directors indemnified from and against all and any penalties/fines that may be imposed on them by the SEBI and/or any other statutory authorities as a result of violation by me of the SEBI (Prohibition of Insider Trading) Regulations 2015 as amended from time to time and the Code prescribed by the Company.
- ✓ I undertake to submit the necessary report within two trading days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.
- ✓ If approval is granted, I shall execute the deal within 07 trading days of the receipt of approval failing which I shall seek fresh pre-clearance.

I declare that I have made full and true disclosure in the matter.

Yours faithfully,

Signature:

Name of the Designated Person:

DIN/ PAN/ Employee Code:



ANNEXURE-13

FORMAT FOR PRE-CLEARANCE ORDER

To,

Name: _____

Designation: _____

Place: _____

This is to inform you that your pre-clearance application dated _____, for dealing in _____ shares of the Company is approved.

Please note that the said transaction must be completed on or before _____ (date) that is within 07 trading days from the date of this order.

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.

Further, you are required to file the details of the executed transactions in the attached format within 02 days from the date of transaction/deal.

In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

For **K.S. Oils Limited**

Compliance Officer

Date: _____

Encl: Format for submission of details of transaction.