

Kaya Limited

March 28, 2019

To,
BSE Limited
Market Operations Department,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
BSE Scrip Code: 539276

National Stock Exchange of India Limited
'Exchange Plaza', 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra(E), Mumbai 400051
NSE Symbol: KAYA

Sub: Intimation under SEBI (Prohibition of Insider Trading) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 8 (2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, please find enclosed the Code of Practices for Fair Disclosure of Unpublished Price Sensitive Information, duly approved by the Board of Directors of the Company, vide circular resolution dated March 21, 2019.

Kindly take the same on record.

For Kaya Limited,

Nitika D.

Nitika Dalmia
Company Secretary &
Compliance Officer



Encl: A/a

CODE OF PRACTICES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

7.1 DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- 7.1.1. Disclosure/dissemination of any unpublished price sensitive information shall be done promptly by, unless otherwise stated under the SEBI Insider Regulations, the Chief Investor Relations Officer and in his absence by the Compliance Officer after consultation with the Chairman, by intimating to the Stock Exchanges and posting of the said information on the website of the Company and/ or otherwise making it generally available.
- 7.1.2 The Authorized Person shall ensure prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 7.1.3 The Authorized Person shall ensure uniform and universal dissemination/ disclosure so as to avoid selective disclosure.
- 7.1.4 No UPSI shall be shared with any person unless the information is made generally available i.e. only public information can be shared.
- 7.1.5 In absence of the Authorized Person, such person as may be authorized by the Chairman or the Committee shall discharge the duties of the Authorized Person as stated under Rules 7.1.1. to 7.1.4.

7.2. PROCEDURE FOR RESPONDING TO ANY QUERIES ON NEWS REPORTS/REQUESTS FOR VERIFICATION OF MARKET RUMOURS BY REGULATORY AUTHORITIES

- 7.2.1. The Chief Investors Relation Officer and in his absence, the Compliance Officer shall immediately consult the Chairman for verification of any market rumours or queries on news reports forwarded by regulatory authorities.
- 7.2.2. The Chief Investor Relations Officer or the Chairman shall give an appropriate, fair and prompt response to the queries or requests for verification of market rumours by regulatory authorities.
- 7.2.3. As and when necessary, the Chief Investor Relations Officer, and in his absence by the Compliance Officer, may in consultation with the Chairman make appropriate public announcement with respect to market rumours.
- 7.2.4. The Chief Investor Relations Officer, and in his absence by the Compliance Officer, shall in consultation with the Chairman make a prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information Generally Available.
- 7.2.5. In absence of Chief Investor Relations Officer and the Compliance Officer, such person as may be authorised by the Chairman shall discharge the duties of Chief Investor Relations Officer as stated under Rules 7.2.1. to 7.2.4.

7.3. DEALING WITH ANALYSTS/INSTITUTIONAL INVESTORS/MEDIA

7.3.1. Only the following persons are authorised to attend a meeting or interact with analysts/researchers, institutional and other investors or the media or any investor relations conference, on behalf of the Company:

- i) Any member of the Management Committee
- ii) Any employee in the Assistant Manager Grade or above, with the permission of any member of the Management Committee

7.3.2. Any meeting or interaction with analysts/researchers, institutional and other large investors or the media or any investor relations conference shall be conducted in a manner that only information that is Generally Available is provided at such meetings/interactions. No UPSI shall be disclosed at such meetings/interactions. If any UPSI is accidentally disclosed, the person responsible may immediately inform the Authorized Person of the same. Such UPSI shared with the analysts/researchers, etc. shall be simultaneously made generally available in consultation with the Authorized Person.

7.3.3. Any such interaction/discussion may be preferably recorded through proceedings of the meeting or a transcript of the interaction with the analysts/researchers, institutional investors or other large investors or media or in any other suitable manner.

7.3.4. Alternatively, such information given to analysts/researchers etc. shall be simultaneously made Generally Available in consultation with the Chief Investor Relations Officer, and in his absence the Compliance Officer. If any UPSI is accidentally disclosed without prior approval, the person responsible may inform the Compliance Officer or the Chief Investor Relations Officer immediately of the same.

7.4. POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE

7.4.1. DETERMINATION OF LEGITIMATE PURPOSE:

7.4.1.1. For the purpose of these Rules and the SEBI Insider Regulations, sharing of UPSI in furtherance of Legitimate Purpose shall include sharing of UPSI in the ordinary course of business of the Company by an Insider with the following (Including but not limited to), provided that such sharing has not been carried out to evade or circumvent the prohibitions of these Rules or the SEBI Insider Regulations.

The partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants or agencies.

7.4.2. NOTICE OR CONFIDENTIALITY / NON-DISCLOSURE AGREEMENT:

7.4.2.1. Any person in receipt of UPSI in furtherance of a legitimate purpose shall be considered as an insider for the purpose of these Rules and the SEBI Insider Regulations.

The Designated Persons and Employees, sharing UPSI in furtherance of legitimate purposes, shall issue a due notice or enter into a confidentiality / non-disclosure agreement with such insider to maintain confidentiality of the UPSI in compliance with these Rules and the SEBI Insider Regulations.

7.4.3. DIGITAL DATABASE OF RECIPIENTS OF UPSI:

7.4.3.1. The Designated Persons and employees, sharing UPSI in furtherance of legitimate purposes, shall inform to the Compliance Officer, the Name and Permanent Account Number or such other identifier authorized by law or such other details, as may be required, of such persons or entities with whom UPSI is shared under these Rules.

7.4.3.2. The details so obtained shall be maintained in a digital database with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.