

KIAN-M EXPORT LIMITED

INSIDER TRADING POLICY

Kian-M Export Limited (the “**Company**”) is a public company registered under the Companies Act, 2013 and having its Registered Office at S.No.208/P2, Sub Plot No.1A, Bedi, Nr. Avadh Green Party Plot, Morbi Road, Rajkot, Rajkot, Gujarat, India, 360003.

The Board of Directors of the Company have adopted this Insider Trading Policy (the “**Policy**”) to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**SEBI Regulations**”).

The SEBI Regulations prohibit an Insider from trading in the securities of a company listed on any stock exchange on the basis of any Unpublished Price Sensitive Information.

Unpublished Price Sensitive Information (“**UPSI**”) means any information, relating to a company or its securities, directly or indirectly, that is not generally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 of the company 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, delistings, disposals and expansion of business and such other transactions; (v) changes in key managerial personnel; and (vi) material events in accordance with the listing agreement. [Source: Regulation 2(1)(n), SEBI (Prohibition of Insider Trading) Regulations, 2015]

“Generally available information” means information that is accessible to the public on a non-discriminatory basis. [Source: Regulation 2(1)(e), SEBI (Prohibition of Insider Trading) Regulations, 2015]

NOTE: Generally available information is intended to be defined to crystallize and appreciate its meaning. Information published on the website of a stock exchange would ordinarily be considered generally available.

UPSI includes, without limitation, information relating to the following:

- i. Financial results, financial condition, projections or forecasts of the Company;
- ii. Dividends (both interim and final);
- iii. Change in capital structure;
- iv. Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- v. Changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- vi. Change in rating(s), other than ESG rating(s);
- vii. Fund raising proposed to be undertaken;
- viii. Agreements, by whatever name called, which may impact the management or control of the Company;
- ix. Fraud or defaults by the company, its promoter, director, key managerial personnel, or managerial personnel, promoter or director of the company, whether occurred within India or abroad;

- x. Resolution plan/ restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions;
- xi. 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;
- xii. 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;
- xiii. 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;
- xiv. Outcome of any litigation(s) or dispute(s) which are material in nature in terms of the Policy of Determination of Materiality of Disclosures;
- xv. 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;
- xvi. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

The SEBI Regulations prohibit the communication of UPSI to any person except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Further, procuring any person to Trade in the securities of any company on the basis of UPSI is also prohibited under the SEBI Regulations and the securities laws. Violations of the SEBI Regulations and the securities laws subject Insiders to severe penalties including fines and imprisonment.

1. Rules

The rules shall be called '**Rules for Trading in the securities of Kian-M Export Limited by an Insider**' ("**Rules**"). These Rules shall come into force with immediate effect.

2. Definitions

1) **Compliance Officer**

"Compliance Officer" means the Company Secretary of the Company.

2) **Connected Person**

"Connected Person," means

- i. any person who is or has, during the six months prior to the concerned act, either on account of a contractual, fiduciary or employment

relationship or otherwise, allowed access to unpublished price sensitive information of the Company. The following persons shall be deemed to be connected persons unless the contrary is established: (i) an immediate relative of connected persons; (ii) a holding company or associate company or subsidiary company; (iii) an intermediary as specified in section 12 of the Act or an employee or director thereof; (iv) an investment company, trustee company, asset management company or an employee or director thereof; (v) an official of a stock exchange or of clearing house or corporation; (vi) 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; (vii) 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; (viii) an official or an employee of a self-regulatory organization recognized or authorized by the Board; (ix) a banker of the Company; (x) 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. [Source: Regulation 2(1)(d), SEBI (Prohibition of Insider Trading) Regulations, 2015.

[Note: Look-back period corrected from two months to six months.]

- 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 of the Company; or
 - (c) a member of the 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
 - (d) Directors or employees of registrar and share transfer agents, custodians, depositories, depository participants, or bankers of the Company who have access or are reasonably expected to have access to unpublished price sensitive information in the course of business operations; or
 - (e) an official or an employee of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or
 - (f) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - (g) an official of a stock exchange for dissemination of information; or
 - (h) Directors or employees of auditor, legal advisor, or consultants of the Company who have access or are reasonably expected to have access to unpublished price sensitive information of the Company in the course of their engagement; or

(i) an intermediary as specified in section 12 of the Act or an employee or director thereof who have access or are reasonably expected to have access to unpublished price sensitive information of the Company in the course of business operations; or

(j) a banker of the Company; or

(k) 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) **Designated Person**

a. The Board of Directors of the Company, in consultation with the Compliance Officer, shall specify the Designated Persons to be covered by this Code of Conduct on the basis of their role and function in the organisation and the access that such role and function would provide to unpublished price sensitive information, in addition to seniority and professional designation. Designated Persons shall mandatorily include: [Source: Schedule B, Para 2, SEBI (Prohibition of Insider Trading) Regulations, 2015]

i. Promoters and members of the Promoter Group of the Company;

ii. Directors of the Company (Executive and Non-Executive, including Independent Directors);

iii. Key Managerial Personnel (Managing Director/CEO, CFO, Company Secretary, and Whole-Time Directors); iv. such other employees of the Company as may be determined by the Board in consultation with the Compliance Officer, being persons who are likely to have access to unpublished price sensitive information by virtue of their role, designation, or function.

Explanation: Non-Executive Directors (including Independent Directors) of the Company who are in possession of or have access to any unpublished price sensitive information shall also be deemed to be Designated Persons.

b. Every other Intermediary and other persons shall in consultation with the compliance officer specify the Designated Persons to be covered by the code of conduct on the basis of their role and function in the organisation and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.

4) **Director**

“Director” shall have the meaning assigned to it under the Companies Act, 2013.

5) **Immediate Relative**

“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 consult such person in taking decisions relating to trading in securities.

6) **Insider**

An Insider means any person who is:

- iii. a Connected Person or
- iv. in possession of or having access to UPSI.

7) **Key Managerial Personnel**

“Key Managerial Personnel” shall have the meaning assigned to it under the Companies Act, 2013.

8) **Officer**

“Officer” shall have the meaning assigned to it under the Companies Act, 2013.

9) **Promoter**

“Promoter” shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

10) **Promoter Group**

“Promoter Group” shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

11) **Relative**

“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 in (iii) above; and
- vi. Spouse of the person listed at sub-clause (iv)

12) **Securities**

“Securities” shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof except units of a mutual fund.

13) **Trading**

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

14) **Takeover Regulations**

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

Words and expressions used and not defined in these Rules but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

3. Prohibition on communicating or procuring UPSI

- 1) An Insider shall not –
 - i. communicate, provide, or allow access to any UPSI, relating to the Company or its securities listed or proposed to be listed, to any person including other Insiders, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations;
 - ii. procure from or cause the communication by an Insider of UPSI, relating to the Company or its securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured:

- (i) in furtherance of legitimate purposes, performance of duties or discharge of legal obligations pursuant to appropriate confidentiality and non-disclosure agreements being executed; or
- (ii) in the event the Board of Directors direct or cause the public disclosure of UPSI in the best interest of the Company; or
- (iii) within a group of persons if such persons have been identified and secluded within a “Chinese Wall” or information barrier by the Compliance Officer from the rest of the Company for a particular purpose or for a specified period of time in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and are subjected to, among other conditions, additional confidentiality obligations, information barriers designed to prevent exchanges of UPSI outside the “Chinese Wall”, and the execution of an undertaking by such persons to abstain and / or forego Trading during such seclusion or till the UPSI no longer constitutes UPSI.

Explanation: For the purpose of above referred Rule, the term “Legitimate Purpose” means sharing of UPSI 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 Regulations.

2) Any person or entity in receipt of UPSI pursuant to a “Legitimate Purpose” shall be considered as an “Insider” for purposes of these Rules and due notice shall be given to such persons or entities to maintain confidentiality of such UPSI in compliance with the SEBI Regulations.

3) Notwithstanding anything contained in the above referred Rule, an UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

i. Entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of informed opinion that sharing such information is in the best interest of the Company;

ii. Not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interest of the Company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate to cover all relevant and material facts;

Provided further that, the parties with whom the UPSI is shared shall require to execute agreements to contract confidentiality and non-disclosure obligations with the Company and shall keep information so received confidential, except for the above referred purpose indicated in this sub-rule, and shall not trade in Securities of the Company when in possession of UPSI.

4. Maintenance of structured digital database

1) Any Insider who is sharing any UPSI in the ordinary course of business with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants shall give prior intimation of such sharing in the format given in **Annexure 1** to the Compliance Officer.

2) The Compliance Officer shall maintain a structured digital database of such persons or entities as provided by Insiders for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings. Such databases shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

5. Prohibition on Insider Trading

An Insider shall not, directly or indirectly, –

- i. Trade in the securities of the Company re listed or proposed to be listed on stock exchange when in possession of UPSI;
- ii. Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.

However, the restriction in 5 (i) above and Trading Window Norms as stated in Clause 6 below shall not apply to:

- (a) a transaction that is an off-market *inter-se* transfer between Insiders who were in possession of the same UPSI without being in breach of these Rules and both parties had made a conscious and informed Trade decision subject to the condition that such off-market Trades shall be reported by the Insiders to the Compliance Officer within two working days in the format given in **Annexure 2** which shall in turn be notified by the Compliance Officer to the stock exchanges within two trading days from receipt of the disclosure or from becoming aware of such information;
- (b) the transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of these Rules and the SEBI Regulations and both parties had made a conscious and informed Trade decision;
- (c) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a *bona fide* transaction;
- (d) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
- (e) Trades pursuant to a Trading Plan set up in accordance with these Rules;
- (f) Pledging of shares for a *bona fide* purpose such as raising of funds, subject to pre-clearance by the Compliance Officer in accordance with the regulations made by the SEBI; and
- (g) Acquisition by conversion of warrants or debentures, subscribing to right issue, further public issue, preferential allotment or tendering of shares in a buy back offer, open offer, delisting offer ssor transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.
- (h) Offer for Sale (OFS) and Right Entitlements (RE) transactions carried in accordance with the framework specified by the SEBI from time to time or transactions which are undertaken through such other mechanism as may be specified by the SEBI from time to time.

6. Trading Window

- 1) The Compliance Officer shall notify a 'trading window' during which the Designated Persons and their Immediate Relatives may Trade in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with these Rules.
- 2) Designated Persons and their immediate relatives shall not Trade in the Company's securities when the trading window is closed.
- 3) The trading window shall generally be closed for all Insiders from the end of every quarter till 48 hours after declaration of financial results.
- 4) Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer. However, trading window may not be closed for unpublished price sensitive information not emanating from within the Company.
- 5) The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.

7. Pre-clearance of Trading

- 1) Designated Persons may Trade in the securities of the Company when the trading window is open, after obtaining approval of the Compliance Officer by submitting an application as per **Annexure 3** and an undertaking as per **Annexure 4**.
- 2) The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.
- 3) The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person, on the condition that the Trade so approved shall be executed within seven trading days following the date of approval.
- 4) The Designated Person shall, within two days of the execution of the Trade, submit the details of such Trade to the Compliance Officer as per **Annexure 2**. In case the transaction is not undertaken, a report to that effect shall be filed in the said form.
- 5) If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre- clearance of the

transaction again.

- 6) A Designated Person who Trades in securities without complying with the pre- clearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Rules.
- 7) Nothing in this rule shall apply to:
 - (a) any Trade involving a value less than INR 500,000/- (Five Lakhs) or such other amount as may be specified by the Board of Directors from time to time (a "*de minimis* Trade") provided the Designated Person is not in possession of UPSI while executing the *de minimis* Trade;
 - (b) any Trades executed as per an approved Trading Plan; and
 - C) any contra Trade carried out in accordance with an approved Trading Plan.

8. Additional trading restrictions on Designated Persons

- 1) No Director or Key Managerial Personnel shall enter into derivative transactions in respect of the securities of the Company.
- 2) All Designated Persons who Trade in the securities of the company shall not enter into an opposite transaction during the next six months following the prior transaction. In case of 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 SEBI for credit to the Investor Protection and Education Fund administered by the SEBI. However, this restriction shall not be applicable for trades pursuant to exercise of stock options.

9. Trading Plan

- 1) An Insider shall be entitled to formulate a Trading Plan that complies with the SEBI Regulations (a "Trading Plan") and present it to the Compliance Officer for approval and public disclosure pursuant to which Trades may be carried out in his behalf in accordance with such plan.
- 2) The Compliance Officer shall review and approve the Trading Plan within two trading days of receipt of Trading Plan if it complies with the SEBI Regulations, and shall disclose the approved Trading Plan to the stock exchanges on the day of approval.
- 3) The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any Trade in the securities outside the scope of the Trading Plan or to deviate from it except due to permanent incapacity or bankruptcy

or operation of law. 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 UPSI and the said information has not become generally available at the time of the commencement of implementation.

- 4) In case of non-implementation (full/partial) of trading plan due to permanent incapacity or bankruptcy or operation of law or failure of execution of trade due to inadequate liquidity in the scrip, the insider shall intimate non-implementation (full/partial) of trading plan to the Compliance Officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any, for putting up the same before the Audit Committee in the immediate next meeting for deciding whether such non-implementation (full/partial) was bona fide or not. The decision of the Audit Committee shall be notified by the Compliance Officer on the same day to the stock exchanges on which the securities of the Company are listed. In case the Audit Committee does not accept the submissions made by the insider, then the Compliance Officer shall take action as per the Code of Conduct.
- 5) Trading Window norms shall not be applicable for trades carried out in accordance with the approved Trading Plan.

10. Penalty for Insider Trading

- 1) An Insider who acts in contravention of these Rules shall be liable to have his services or relationship with the Company, as the case may be, terminated.
- 2) Directors, Officers and employees of the Company who violate these rules shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, ineligibility for future participation in the Company's stock option plans or termination, 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 under the Securities and Exchange Board of India Act, 1992.

- 3) Any violation of these Rules shall be informed promptly by the Compliance Officer to all the Stock Exchanges where the securities of the Company are listed, in the format as prescribed at **Annexure 10**.

11. Disclosure requirements

- 1) Initial Disclosure:
 - a. Deleted¹

¹ Deleted pursuant to SEBI (PIT) (Amendment) Regulations, 2021

- b. 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 his / her and Immediate Relatives' holding of securities of the Company as on the date of appointment or becoming a Promoter or member of the Promoter Group, to the Company within seven days of such appointment or becoming a Promoter or member of the Promoter Group, as per **Form B** set out in **Annexure 6**.

2) Continual Disclosure:

- a. Every Promoter or member of the Promoter Group, Designated Person, Director of the Company and each of their Immediate Relatives shall disclose as per **Form C** set out in **Annexure 7** or in such form and such manner as may be specified by the SEBI from time to time, to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of INR 10,00,000/- (Ten lakhs).
- b. The disclosure shall be made within two working days of:
 - I. the receipt of the disclosure, or
 - II. from becoming aware of such information, as the case may be.

3) Annual Disclosure:

- a. Designated Persons shall disclose the following details of Immediate Relatives and Persons with whom he/she shares a material financial relationship, in the format given in **Annexure 9**:
 - I. Names;
 - II. Permanent Account Number; and
 - III. Phone and/or Mobile numbers.

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 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.

- b. The information shall be disclosed annually before 30th April each

financial year and within 30 days of any change thereof.

4) Disclosure to the Stock Exchange:

The Compliance Officer shall notify the stock exchanges, particulars of the Trades, within two trading days of the receipt of the Continual Disclosure or from becoming aware of such information, in such form and such manner as may be specified by the SEBI from time to time.

5) Disclosures by other Connected Persons.

The Compliance Officer may, require any other Connected Person to disclose the holdings and trading in securities of the Company as per **Form D** set out in **Annexure 8** at such frequency as he may determine.

12. Miscellaneous

- 1) The Board of Directors shall be empowered to amend, modify, interpret these Rules and such Rules shall be effective from such date that the Board may notify in this behalf.
- 2) The Compliance Officer shall provide to the Audit Committee and Board, on a quarterly basis, all the details of trading in securities reported by the Designated Persons, including any violations of the Rules, if anything comes to his notice.
- 3) The Audit Committee shall review compliance with the provisions of these Rules once in a financial year to ensure that internal controls are adequate and are operating effectively.
- 4) The Compliance Officer shall maintain (a) updated list of Designated Persons, (b) records of disclosures and pre-clearance applications and undertakings for a period of five years and (c) a confidential list of any 'restricted securities' to which the Compliance Officer may require Designated Persons to seek pre-clearance before Trading in such 'restricted securities'.
- 5) The Company shall require all other person who are required to handle UPSI of the Company in the course of business operations, to formulate and adhere to a code of conduct to achieve compliance with these Rules. In case such persons observe that there has been a violation of these Rules, then they shall inform the Board of Directors of the Company promptly.
- 6) Any suspected leak of UPSI or violation of this Policy can be reported and be dealt in line with the Whistle Blower Policy of the Company.
- 7) Any alleged violation of Insider Trading Laws that has occurred, is occurring or has reasonable belief that it is about to occur pertaining to the Company, can be reported by an individual(s) to the SEBI by submitting a Voluntary Information Disclosure Form as prescribed under the SEBI Regulations.

Annexure 1

INTIMATION FOR SHARING OF UPSI

(To be submitted before sharing UPSI with outside parties)

To,
The Compliance Officer,
Kian-M Export Limited.

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I hereby inform that I am in possession of Unpublished Price Sensitive Information (UPSI) which I am sharing with the following person or entity the details of which are given below:

1.	Name of person or entity with whom UPSI is being shared	
2.	Permanent Account Number (PAN) of person or entity with whom UPSI is being shared or any other identifier authorized by law where Permanent Account Number is not available	
3.	Nature of UPSI	
4.	Purpose of sharing of UPSI	

Copy of Confidentiality and Non-Disclosure Agreement signed with the Party is enclosed.

Signature: _____

Name:

Designation:

PB No.

Date:

Annexure 2

DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 working days of transaction / trading in securities of the Company)

To,
The Compliance Officer,
Kian-M Export Limited.

I hereby inform that I

- have not bought / sold / subscribed any securities of the Company
- have bought / sold / subscribed to securities as mentioned below on _____
(date)
(strike out whichever is not applicable)

Name of holder	No. of securities	Bought / sold / subscribed	DP ID/ Client ID/ Folio No.	Price (Rs.)

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

Signature: _____

Name:

Designation:

PB No.

Date:

Annexure 3

APPLICATION FOR PRE-TRADING APPROVAL

To,
The Compliance Officer,
Kian-M Export Limited.

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase / sell / subscribe _____ nos. of equity shares of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.	
5.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6.	Proposed date of trading in securities	
7.	Estimated number of securities proposed to be purchased/subscribed/sold	
8.	Current market price (as on date of application)	
9.	Whether the proposed transaction will be through stock exchange or off-market trade	
10.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking signed by me.

Signature:

Name:

Designation:

PB No.

Date:

Annexure 4

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE- CLEARANCE

To,
The Compliance Officer,
Kian-M Export Limited.

I, _____ of the
Company residing at _____ am
desirous of trading in _____ shares of the Company as mentioned in my
application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of any unpublished price sensitive information up to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished price sensitive information 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 trading in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Rules as notified by the Company from time to time.

In the event of this transaction being in violation of the Rules or the applicable laws:

(a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons.

(b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction, and

(c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh.

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

Signature : _____

Name:

Designation:

PB No.

Date :

Annexure 6
Form B

To,
The Compliance Officer,
Kian-M Export Limited.
(ISIN: _____)

Details of Securities of the Company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the Promoter Group of the Company and Immediate Relatives of such persons and by other such persons as mentioned in Regulation 6(2) of the SEBI Regulations.

Name, PAN No., CIN / DIN & Address with contact nos.	Category of Person (KMP / Director /Promoter or member of the Promoter Group / Immediate Relatives / others etc.)	Date of appointment of KMP / Director / OR Date of becoming Promoter or 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 secu rity (For	No.	

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

Details of Open Interest (OI) in derivatives on the securities of the Company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the Promoter Group of the Company and Immediate Relatives of such persons and by other such persons as mentioned in Regulation 6(2) of the SEBI Regulations.

Open Interest of the Future contracts held at the time of appointment of KMP / Director / OR upon becoming Promoter or member of the Promoter Group			Open Interest of the Option Contracts held at the time of appointment of KMP / Director / OR upon becoming Promoter or member of the Promoter Group		
Contract specifications	Number of units	Notional value in Rupees	Contract specifications	Number of units	Notional value in

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

Name &
Signature:
Designation:
PB No.
Date:
Place:

Annexure 7

FORM C

To,
The Compliance Officer,
Kian-M Export Limited.
(ISIN: _____)

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) of the SEBI Regulations.

Name, PAN No., CIN / DIN & address with contact nos.	Category of Person (Promoter / member of the Promoter Group/ designated person/ Directors / immediate Relatives to / Others etc.)	Securities held prior to acquisition / disposal		Securities acquired / Disposed				Securities held post-acquisition/ disposal		Date of allotment advice/ acquisition of shares/ disposal of shares		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 security (Foreg. – Shares, Warrants, Convertible Debentures, Right entitlements etc.)	No. and % of shareholding	Type of security (Foreg. – Shares, Warrants, Convertible Debentures, Right entitlements etc.)	No. and % of shareholding	Value	Transaction Type (Purchase/ Sale/ Pledge/ Revocation/ Invocation/ Others- please specify)	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Right entitlements etc.)	No. and % of shareholding	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 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 or member of the Promoter Group, designated person or Director of the Company and Immediate Relatives of such persons and by other such persons as mentioned in Regulation 6(2) of the SEBI Regulations.

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 units (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.

Signature:

Designation:

PB No.

Date:

Place:

Annexure 8**FORM D**

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

Name, PAN No./ CIN / DIN, & address with contact nos. of other connected persons, as identified by the company	Connection with the company	Securities held prior to acquisition / disposal	Securities acquired / Disposed	Securities held post acquisition/ disposal	Date of allotment advice / acquisition of shares/ disposal of shares, specify	Date of intimation to company	Mode of acquisition/ disposal (on market / public rights offer/ off market / Inter-se transfer, ESOPs, etc.	Exchange on which the trade was executed
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		Type of security (For eg. – Shares, Warrants, Convertible Debentures, Right entitleme nt, etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Right entitlements etc.)	No.	Value	Transaction Type (Purchase/ Sale/ Pledge/ Revocation / Invocation/ Others- please specify)	Type of sharehold ing	No. and %	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 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 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 units (contracts* lot size)	Notional Value	Number of units (contracts* lot size)	
(16)	(17)	(18)	(19)	(20)	(21)	

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

Signature:

Designation:

PB No.

Date:

Place:

Annexure 9

ANNUAL DISCLOSURE

(To be submitted by all Designated Persons by 30th April of each financial year)

To,

The Compliance Officer,

Kian-M Export Limited.

I,..... hereby disclose the following details required under Schedule B of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015:

1. List of Immediate Relatives as follows:

Relationship	Name	PAN#	Phone and Mobile No. which are used by them	No. of Kian-M Export Limited shares held
Spouse (Whether financially dependent or not)				
Mother*				
Father*				
Brother(s)*				
Sister(s)*				
Son(s) (including step son(s))*				
Daughter(s) (including step Daughter(s))*				

PAN is mandatory. Adhaar/ Voter Id may be provided, if PAN is not allotted.

*If either dependent financially or consult in taking decisions relating to trading in securities.

2. List of persons with whom I have material financial relationship * as follows:

Name	PAN/ Adhaar/ Voter Id/ any other identifier authorized by Law	Phone and Mobile No. which are used by them

*** 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 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.**

I declare that the above information is correct and that no provisions of the Company’s Rules and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature	
Name	
Designation	
PB No.	
Department with Division / Office	
No. of Kian-M Export Limited shares held	
PAN	
Phone & Mobile No.	
Qualification	
Name of the educational institutions from where graduated/ post graduated	
Name of Past Employers, if any	
Date	

Annexure 10

Format for reporting to the Stock Exchange(s) of the violations of the Rules for Trading in the securities of Kian-M Export Limited by an Insider

Sr. No.	Particulars	Details
1	Name of the listed company/ Intermediary/Fiduciary	
2	Please tick appropriate checkbox Reporting in capacity of : ☐ Listed Company ☐ Intermediary ☐ Fiduciary	
3	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	
	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/ member of the Promoter Group to Company under regulation 7 of SEBI (PIT) Regulations, 2015	
	ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015	
4	Details of violations observed under Code of Conduct	
5	Action taken by Listed company/ Intermediary/ Fiduciary	
6	Reasons recorded in writing for taking action stated above	
7	Details of the previous instances of violations, if any, since last financial year	
8	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):		
	Particulars	Details	
	Bank Name and branch		
	DD Number		
	DD date		
	DD amount (in Rs.)		
9	Any other relevant information		

Yours faithfully,

Date and Place

Name and Signature of Compliance Officer

PAN:

Email ID: