KEC International Limited
Regd. Office: RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400030, India
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CIN No.L45200MH2005PLC152061 • Web.: www.kecrpg.com

May 15, 2015

Bombay Stock Exchange Limited Corporate Service Department 1st Floor, P. J. Towers Dalal Street, Mumbai 400 001 Fax: (022) 2272 2039/2272 3121	The National Stock Exchange of India Ltd Exchange Plaza, 3rd floor Plot No. C/1, 'G' block Bandra Kurla Complex, Bandra(East), Mumbai 400 051 Fax: (022) 26598237/26598238

Dear Sirs,

Sub: "Code of fair disclosure, internal procedures and conduct for regulating, monitoring and reporting of trading by insiders"

We wish to inform you that pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company at its meeting held on 6th May, 2015 have adopted the "Code of fair disclosure, internal procedures and conduct for regulating, monitoring and reporting of trading by insiders" (Code). The copy of the Code is attached for your reference.

The said Code is also being uploaded on the Company's website.

Request you to take the same on records.

Thanking you.

Yours faithfully,
For KEC International Limited

Ch. V. Jagannadha Rao
Vice President – Legal & Company Secretary

Encl: as above

KEC INTERNATIONAL LIMITED

Registered Office: RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai – 400030

CODE OF FAIR DISCLOSURE, INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS

FOREWORD

On January 15, 2015 the Securities Exchange Board of India ("**SEBI**") had notified the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**New PIT Regulations**") which replaces the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 with effect from May 15, 2015.

The New PIT Regulations *inter alia* prohibits (i) communication of unpublished price sensitive information, (ii) procurement of price sensitive information and (iii) trading in securities when in possession of unpublished price sensitive information. The New PIT Regulations requires the Company to enact and adopt a code which lays down the internal procedures for regulating, monitoring and reporting of trading ("**Code**"). In line with the requirement under the New PIT Regulations, the Board in its meeting held on May 06, 2015 adopted the Code. This Code shall come into effect on May 15, 2015 and shall replace any other code made in this regard.

The Code is enclosed herewith.

1. **Object and Commencement**

1.1. This code of internal procedures and conduct for regulating, monitoring and reporting of trading by insiders is enacted pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

1.2. The object of this code is to formulate (i) a code of conduct for fair disclosure and (ii) an internal code of conduct to regulate, monitor and report trading by the Company's employees and other connected persons in terms of regulation 8 and 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 read with Schedule A and B appended thereto.

2. **Definitions**

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

2.2 "**Board**" means the Board of Directors of the Company.

2.3 "**Code**" or "**Code of Conduct**" shall mean this Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of the Company and the Code of Practices and Procedures for Fair Disclosure of the Unpublished Price Sensitive Information as amended from time to time.

2.4 "**Company**" means KEC International Limited

2.5 **"Compliance Officer"** means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes under the overall supervision of the Board of Directors of the Company.

2.6 "**Connected Person**" means:

(i) any person who is or has during the six months prior to the concerned act been associated with a company,, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,

(a) an immediate relative of connected persons specified in clause (i); or
(b) a holding company or associate company or subsidiary company; or
(c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
(d) an investment company, trustee company, asset management company or an employee or director thereof; or
(e) an official of a stock exchange or of clearing house or corporation; or
(f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
(g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
(h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
(i) a banker of the Company; or
(j) a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

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

2.8 **Designated Person**(s) means all Functional Employees and other Connected Persons.

2.9 "**Director**" means a member of the Board of Directors of the Company.

2.10 "**Employee**" means every employee of the Company including the Directors of the Company.

2.11 "**Functional Employees**" means employees designated as such on the basis of their functional role in the Company based on their duties, functions, seniority and/or professional designation and without prejudice to the generality of the foregoing, the following persons shall be deemed to be Functional Employees -:

a) Officers comprising the top three tiers of the Company management namely Board of Directors (including MD&CEO), Executive Directors, SBU Heads and executives below SBU Heads upto Vice President(s) level;
b) 1) managers & above in the Finance and Accounts Department, located at the Corporate office
2) all employees in the Secretarial & Legal department

3) executive(s) acting as Executive Assistants to Managing Director and executive(s) doing work related to the Management Information system and the Corporate offices in Mumbai, whatever may be their designation

2.12 **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis.

2.13 **"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

2.14 "**Insider**" means any person who is,

(i) a Connected Person; or
(ii) in possession of or having access to Unpublished Price Sensitive Information.

2.15 **"Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013

2.16 **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof:

2.17 **"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;

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

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

2.20 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;

2.21 "**Unpublished Price Sensitive Information**" means any information, relating to a company or its Securities listed or proposed to be listed, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily including but not restricted to, information relating to the following:

(i) financial results;
(ii) dividends;
(iii) change in capital structure;
(iv) mergers, de-mergers, acquisitions, delisting, 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

2.22 "**Regulations**" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

Words and expressions used and not defined in these regulations but defined in the Act, 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. In the event two or more statutory enactments provide definitions for certain words and expressions, the definition provided in the Regulations (if such word is defined therein) shall prevail.

3. Compliance Officer

3.1. The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Unpublished Price Sensitive Information", pre-clearing of trades of Designated Persons, monitoring of trades and the implementation of this Code under the overall supervision of the Board of Directors of the Company.

3.2. The Compliance Officer shall maintain a record of the Designated Persons and any changes made in the list of Designated Persons.

3.3. The Compliance Officer shall assist Designated Persons and/or all Employees in addressing any clarifications regarding the Regulations and the Code.

3.4. The Compliance Officer shall report on the compliance and implementation of the Regulations and the Code to the Board and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board as and when directed by the Board or Audit Committee.

3.5. The Compliance Offer shall confidentially maintain a list of such Securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for pre clearance of trades.

4. Preservation of Unpublished Price Sensitive Information

4.1 Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information. Designated Persons shall not communicate, provide or allow access to any Unpublished Price Sensitive Information except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

4.2 Unpublished Price Sensitive Information is to be handled on a "need to know" basis. i.e. Unpublished Price Sensitive Information should be disclosed only to those within the

Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information and shall be communicated, allowed access to or provided in a secure location.

4.3 All non – public information directly received by any an Employee should immediately be reported to the Compliance Officer.

4.4 The Company shall ensure that all files including soft copies containing Unpublished Price Sensitive Information are kept secure, such that such information can only to accesses by persons who "need to know" such information. All Designated Persons that get access to Unpublished Price Sensitive Information shall also ensure that the files that all files including soft copies containing Unpublished Price Sensitive Information are kept secure.

5. Prevention of misuse of Unpublished Price Sensitive Information

5.1. Designated Persons may deal in Securities subject to compliance with the Regulations and this Code.

5.2. *Trading window*

5.2.1. The Company through the Compliance Officer shall specify a trading period, to be called "Trading Window", for trading in Securities. The "Trading Window" shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information.

5.2.2. Without prejudice to the generality of paragraph 5.2.1. of this Code, the "Trading Window" with respect to the Company's Securities shall be closed at the time of-:

a. Declaration of Financial results (quarterly, half-yearly and annual)
b. Declaration of dividends (interim and final)
c. Issue of Securities by way of public/ rights/bonus etc. or any change in capital structure.
d. Amalgamation, demergers, mergers, takeovers, acquisitions, delistings, disposals, expansion of business, buy-back and other such transactions;
e. Changes in Key Managerial Personnel
f. Disposal of whole or substantially whole of the undertaking;
g. Material events in accordance with the listing agreement.

5.2.3. The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the Unpublished Price Sensitive Information in question becoming Generally Available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes Generally Available Information.

5.2.4. Designated Persons and to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company of the Company shall conduct all their dealings in the Securities of the Company only when the trading window is open and shall not deal in any transaction involving the purchase or sale of the Company's Securities during the periods when trading window is closed.

5.3. *Pre clearance of trades*

5.3.1. All Designated Persons, who intend to deal in Securities when the trading window is opened and if the value of the proposed trades is above INR 25,00,000 (Rupees Twenty Five Lacs only) should pre-clear the transaction. However, no Designated Person shall be entitled to apply for pre-clearance of any proposed trade if such Designated Person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.

5.3.2. The pre-dealing procedure shall be as under-:

5.3.2.1 An application shall be made in the form prescribed in **Annexure A** to the Compliance Officer indicating the estimated number of Securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the Securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf.

5.3.2.2 An undertaking shall be executed in the form prescribed in **Annexure B** in favour of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:

a. That the employee/ director does not have any access or has not received "Unpublished Price Sensitive Information" up to the time of signing the undertaking.
b. That in case the employee/ director has access to or receives "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the Securities of the Company till the time such information becomes public.
c. That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
d. That he/she has made a full and true disclosure in the matter

5.3.2.3. The pre-clearance by the Compliance Officer, if any shall in the form

prescribed in **Annexure C**.

5.3.2.4. All Designated Persons and shall execute their order in respect of Securities within one week after the approval of pre-clearance is given. The Designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the form prescribed in **Annexure D**.

5.3.2.3 If the order is not executed within seven trading days after the approval is given, the Designated Person must get the transaction pre-cleared again in accordance with the Code.

5.4 All Designated Persons who buy or sell any number of Securities shall not enter into an opposite transaction i.e. sell or buy any number of Securities during the next six months following the prior transaction ("**Restricted Period**"). All Designated Persons shall also not take positions in derivative transactions in the Securities at any time. 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 Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act. The Compliance Officer may waive off the holding period in case of sale of Securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed. Ordinarily, the restrictions imposed by this Clause 5.4 shall not be applicable in any of the following instances-:

(a) the Securities are purchased by exercise of stock options under the Employee Stock Option Scheme/s of the Company in force and thereafter sold within the Restricted Period; or

(b) the Securities are sold and thereafter Securities are purchased by exercise of stock options under the Employee Stock Option Scheme/s of the Company in force within the Restricted Period.

5.5. Trading Plan

5.5.1. A Designated Person or any Insider is entitled to formulate a trading plan for dealing in Securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

5.5.2. Trading Plan shall:

(a) not entail commencement of trading on behalf of the Designated Person or Insider earlier than six months from the public disclosure of the plan;

(b) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be

announced by the issuer of the Securities and the second trading day after the disclosure of such financial results; entail trading for a period of not less than twelve months;

(c) not entail overlap of any period for which another trading plan is already in existence;

(d) set out either the value of trades to be effected or the number of Securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and

(e) not entail trading in Securities for market abuse.

5.5.3. 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.

5.5.4. The trading plan once approved shall be irrevocable and the Designated Person and/or 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 and/or Insider is in possession of any Unpublished Price Sensitive Information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such Unpublished Price Sensitive information becomes Generally Available Information. Further, the Designated Person and/or Insider shall also not be allowed to deal in Securities of the Company, if the date of trading in Securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

5.5.5. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the Securities are listed.

6. Reporting Requirements for transactions in Securities

6.1. Initial Disclosure

6.1.1. Every Promoter, Key Managerial Personnel and Director of the company shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within thirty days of the Regulations taking effect in the form specified in **Annexure E.**

6.1.2. Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose his holding of Securities of the Company as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a Promoter in the form set out in **Annexure F**.

6.2. Continual Disclosure

6.2.1. Every Promoter, Employee and Director of the Company shall disclose to the Company the number of such Securities of the Company acquired or disposed of within two trading days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten lakhs. The disclosure shall be made within 2 trading days of in the form specified in **Annexure G**:

(a) the receipt of intimation of allotment of Securities, or
(b) the acquisition or sale of shares or voting rights, as the case may be.

6.3. Disclosure by the Company to the Stock Exchange(s)

6.3.1. Within 2 trading days of the receipt of intimation under Clause 6.2, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

6.3.2. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

6.4. Other Disclosure

6.4.1. All Functional Employees of the Company shall be required to forward following details of their securities transactions including the statement of Immediate Relatives to the Compliance Officer in the form set out in **Annexure H**:

a. all holdings in Securities of the Company by them at the time of joining the Company;
b. annual statement of all holdings in Securities

7. Penalty for contravention of code of conduct

7.1. Any employee/ director who trades in Securities or communicates any information for trading in Securities, in contravention of the code of conduct may be penalised and appropriate action may be taken by the Company.

7.2. Employees/directors of the Company who violate the code of conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

7.3. Designated Persons shall bring to the attention of the Compliance Officer and the Board any violation of the Regulations or this Code whether committed by such Designated Person or any other person.

7.4. The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

8. Code of Fair Disclosure

The Company shall adhere to the below Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information:

1. Prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all Unpublished Price Sensitive Information on a “need-to-know” basis.

ANNEXURE - "A"

FORM FOR SEEKING PRE-CLEARANCE

Date :_____

The Compliance Officer,
RPG House, 463
DR. Annie Besant Road
Worli, Mumbai - 400030

Dear Sir,

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's Code I seek your approval for purchase/sale/subscription of the Securities of the Company as per the details provided below.

The said Securities will be bought/sold in the name of _____ whose Depository Participant details and/or existing folio nos. are as under :-

Seller's/Buyer's Name	Type of Securities	Name of company	Folio No. (for Physical Mode)	Depository Participant (DP) Beneficiary A/c (Client Id)	No. of Securities	Amount

I agree to comply with the Rules mentioned on the reverse of this Form and I hereby declare that I am seeking this clearance on the basis that I do not have any Unpublished Price Sensitive Information as defined under the Regulations;

Enclosed please find undertaking as per format prescribed by you.

Thanking you,

Yours faithfully,

(_____)

RULES

1) An Undertaking as per the enclosed format would have to be enclosed with the Application.

2) After obtaining the clearances the Orders would have to be executed within seven trading days and if the Order is not executed within seven trading days after the approval is given you would have to pre-clear the transaction once again.

3) Securities thus acquired should be held for a minimum period of six months in order to be considered as being held for investments purposes unless necessitated by personal emergency in which case the holding period could be waived by the Compliance Officer on justifiable reasons, which has to be recorded in writing. The holding period shall also apply to subscription in the primary market. In the case of issues, the holding period would commence when the Securities are actually allotted.

4) Any transaction with regard to the Securities above threshold limit of Rs. 25,00,000 (Rs. Twenty Five Lacs only) Securities should be communicated to the Company within 2 trading days of the conclusion of the transaction in Annexure D.

ANNEXURE - "B"

UNDERTAKING TO BE GIVEN BY THE DIRECTORS / DESIGNATED PERSONS OF THE COMPANY

Date: _ _____

The Compliance Officer,
RPG House, 463
DR. Annie Besant Road
Worli, Mumbai - 400030

Dear Sir,

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction. I hereby undertake the following that -

a. I do not have any access and neither have I received any Unpublished Price Sensitive Information (as defined in the Code).

b. In case I have access to and/or receive "Unpublished Price Sensitive Information" after the signing the Undertaking but before the execution of the transaction I shall inform the Compliance Officer of the change in my position and that I would completely refrain from dealing in the Securities of the company till the time such information becomes public.

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

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

e. I have made a full and true disclosure in the matter.

Yours faithfully,

(_____)

ANNEXURE - "C"

FORMAT OF APPROVAL LETTER BY THE COMPANY

Date: _____

_____

_____

_____

Dear Sirs,

I refer to your application dated _____ for seeking our permission to buy/sell of _____ Securities of the Company.

The Company hereby gives its consent to buy/sell not more than _____ on the assumption that all the information provided in your application and the undertaking are true and correct.

Your kind attention is drawn to the following provisions which you need to, inter-alia, strictly observe in terms of the above Regulations while dealing in the Securities.

1. The Transaction would have to be executed within seven days and if the same is not executed within seven days after the approval is given you would have to pre-clear the transaction once again.

2. Securities thus acquired should be held for six months. In the case of issues, the holding period would commence when the Securities are actually allotted.

3. Any transaction with regard to the Securities under this approval should be communicated to the Company within two working days of the conclusion of the transaction as per the enclosed Dealing Information Form as per **Annexure "D**".

It may please be noted that any violation in compliance with the aforesaid Regulation and Code would attract penal provisions by the Company, which would include Wage Freeze, Suspension or ineligibility to participate in future Employee Stock Options Scheme/s (ESOS). This would not preclude SEBI taking its own action.

Thanking you,

Yours faithfully,
For KEC International Limited

Compliance Officer

ANNEXURE - "D"

DEALING INFORMATION FORM

Date: _____

The Compliance Officer,
RPG House, 463
DR. Annie Besant Road
Worli, Mumbai - 400030

Dear Sir,

I hereby inform you about buying/selling of _____ Securities of the Company.

I declare that the above dealing was not on the basis of any Unpublished Price Sensitive Information relating to the Company.

The particulars of the Securities sold/purchased are as under:-

Type of Securities	No. of Securities	Name of company	Name in which Bought/Sold	Price Contracted	Beneficiary A/c. Client Id	Depository Participant DP ID.	Folio No. (for Physical Mode)

For each transaction, the particulars to be stated separately giving the contract price for each security.

Thanking you,
Yours faithfully,

(_____)

ANNEXURE "E"

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the company: _____
ISIN of the company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

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

Signature:
Designation:
Date:
Place:

ANNEXURE "F"

FORM B
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the company: _____
ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/ DIN & Address with contact nos.	Category of Person (Promoters / KMP / Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants,	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	5	6		7	

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

Signature:
Designation:
Date:
Place:

ANNEXURE "G"

FORM C
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2)]

Name of the company: _____
ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/ DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors / immediate relatives / others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5		6	7	8	9	11	12	13	14	15	16	17

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

Signature:
Designation:
Date:
Place:

ANNEXURE "H"

Form D
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Functional Employees

Name, PAN No., CIN/ DIN, & address of Promoter/ Employee / Director with contact nos.	Connection with Company	Securities held prior to acquisition/disposal		Securities acquired/Dispose d		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5		7	8	9		11	12	13	14		16	17

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

Name:
Signature:
Date:
Place: