

May 15, 2015

Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza
Bandra-Kurla Complex
Bandra [E], Mumbai - 400 051

Dear Sirs,

Stock Code - **KOTARISUG**

**Sub: Securities and Exchange Board of India- (Prohibition of Insider Trading)
Regulations, 2015**

In compliance with the above Regulations, we confirm as under:

1. The Board of Directors of the Company have approved the following:
 - (i) Code of Conduct to regulate, monitor and report trading by insiders and
 - (ii) Code of Practices and Procedures for fair disclosure of unpublished price sensitive information.
2. The above Codes shall come into force with effect from May 15, 2015.
3. Code of Practices and Procedures for fair disclosure of unpublished price sensitive information has been uploaded on the Company's website www.hckotharigroup.com/kscl and a copy of such code is attached herewith.

Kindly acknowledge and take this into your records.

Thanking You,

Yours faithfully
for **Kothari Sugars & Chemicals Limited**


R. Prakash
Company Secretary & Compliance Officer

Encl: as above



Principles of Information Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive



1. Objective

Kothari Sugars and Chemicals Limited (The Company) is a listed Company. The shares of the Company is Listed in The National Stock Exchange of India Limited (NSE), Mumbai. The Securities and Exchange Board of India (SEBI) has brought in the New Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 (The Regulation) by publishing the same in the Official Gazette of India on 15th January 2015, replacing the old Securities and Exchange Board of India (Prevention of Insider Trading) Regulation, 1992. The Regulation is applicable to all Listed Companies. Kothari Sugars and Chemicals Limited being a listed Company the said Regulations becomes applicable. The Regulation mandates all listed Company to formulate a policy on the Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

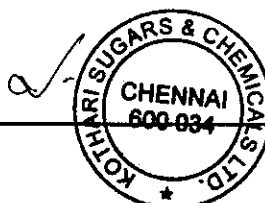
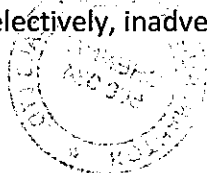
2. Scope

The Policy governs the code of practices and procedures to be followed by the Company for fair disclosure of Unpublished Price Sensitive Information. The Policy shall disclosed to Stock Exchanges and shall also be posted in the Company's website.

3. Policy

The Company will adhere to the following so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:

- (a) 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.
- (b) Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
- (c) The Company Secretary of the Company shall act as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- (d) Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.



**Principles of Information Fair Disclosure for purposes of Code of
Practices and Procedures for Fair Disclosure of
Unpublished Price Sensitive**



- (e) The Company will provide, appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- (f) Ensure that the information, if any, shared with analysts and research personnel is not unpublished price sensitive information.
- (g) To develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.
- (h) The Company will handle all unpublished price sensitive information on a need-to-know basis.

4. Enforcement

The Policy will come into force effective 15th May, 2015.

