Camlin KOKUYO

KOKUYO CAMLIN LIMITED
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CIN : L24223MH1946PLC005434

15th May, 2015

The Secretary,
BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building
P.J.Towers, Dalal Street, Fort,
MUMBAI-400 001

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra (East)
Mumbai – 400 051

Dear Sir/Madam,

Re: SEBI (Prohibition of Insider Trading) Regulations, 2015 – Code of Fair Disclosure & Conduct.

We wish to inform you that the Board at its meeting held on 14th May, 2015 have adopted the following codes to be effective from 15th May, 2015:

1. "Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015. As required, the said Code has also been put up on the Company's website at www.kokuyocamlin.com (copy enclosed).

2. "Code of Conduct to Regulate, Monitor and Report Trading by Insiders", pursuant to Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

This is for your information and record.

Thank you,

For KOKUYO CAMLIN LIMITED

RAVINDRA DAMLE
VICE PRESIDENT (CORPORATE)
& COMPANY SECRETARY

Encl : a/a

KOKUYO CAMLIN LIMITED

CODE FOR FAIR DISCLOSURE

OF

UNPUBLISHED PRICE

SENSITIVE INFORMATION

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. INTRODUCTION:

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, ***(hereinafter referred to as "Insider Trading Regulations")*** the Board of Directors of the Company in its meeting held on 14th May, 2015 approved the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information", which will come into force with effect from May 15, 2015. The objective of the Code is to formulate a standard and stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. The Code is based on the principles of equality of access to information and the publication of policies such as those on dividend, inorganic growth pursuits, calls and meetings with analysts and the publication of transcripts of such calls and meetings.

This Code shall be called as the "Kokuyo Camlin Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information". In substitution of the code and in order to find tune it in line with the amendments as is prescribed by SEBI in the Insider Trading Regulations, the Code of Conduct is reviewed from time to time.

2. THE PRINCIPLES AND OBLIGATION:

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every promoter, director and employee who deals with unpublished price sensitive information has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. There shall be no selective disclosure of information and the company and every employee of the Company shall endeavor to ensure equal accessibility of information to all the stakeholders associated with the company.

3. APPLICABILITY:

This Code shall be applicable to Promoters/Directors/ employees / other connected persons of the Company.

4. POLICY:

i The Company shall make prompt public disclosure of unpublished price sensitive information that would impact price discovery as soon as credible and concrete information comes into being and will make the same information generally available.



ii The Company shall ensure that unpublished price sensitive information is disseminated uniformly and universally and shall avoid selective disclosure.

iii The Company has designated Mr. Ravindra V. Damle (Company Secretary / Compliance Officer) as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information. He shall be responsible for ensuring that the company complies with continuous disclosure requirements, overseeing and coordinating disclosure of price sensitive information to stock exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure.

The information disclosure / dissemination shall normally be approved by the Chief Investor Relations Officer or by such other officer as approved by the Board.

iv. If any price sensitive information is disclosed selectively, inadvertently or otherwise without prior approval, the Chief Investor Relations Officer on having knowledge of such partial dissemination shall upload the information on the website of the Company and if required intimate the Stock Exchanges to ensure that the unpublished price sensitive information is generally available

v. The Company shall lay down procedures for responding to any queries on news reports and requests for verification of market rumours by regulatory authorities. The response to these queries shall be appropriate and fair.

The company is not under an obligation to respond to market rumors or speculations. However if the media reports carry such information which is largely accurate, the information underlying the speculation or rumour or press report is based on insider information, which has been leaked. The company would therefore be under obligation to respond to the same and make the insider information generally available.

If the market information or press report is false or inaccurate, the company is not under an obligation to make any announcement / negative disclosures. However if the stock exchange were to make a query to clarify the position, the company must make a formal announcement to the stock exchange and shall not selectively disclose any information / make a negative disclosure.

vi. The company shall provide only information that is generally available with the analysts/ research persons / large investors.

The company shall ensure that no inside information is given when answering an analyst's questions or reviewing an analyst's draft report. It

is inappropriate for a question to be answered, or draft report corrected, if doing so involves providing inside information. When analysts visit the company, care shall be taken to ensure they do not obtain inside information. No analyst, investor or journalist should receive any selective release of inside information.

vii. The Company shall strive to develop 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. In order to avoid misquoting or misrepresentation, at least two Company representatives shall be present at meetings with analysts / research personnel / large investors and discussion shall preferably be recorded. The Company shall notice of unanticipated questions and give a considered response later. If the answer includes unpublished price sensitive information, the same shall be released to the public as the transcripts shall be uploaded on the website of the Company.

viii. The Company shall disclose / disseminate information through various media so as to achieve maximum reach and quick dissemination. The Company shall facilitate disclosure through the use of its dedicated Internet website. The Company websites shall provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers. The information filed by the Company with the stock exchanges under continuous disclosure requirement shall also be made available on the Company website.

ix. All unpublished price sensitive information shall be handled only on a "Need-to-Know" basis.

