May 14, 2015

The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, C/1, G Block,
Bandra - Kurla Complex, Bandra (E),
Mumbai - 400 051.

Symbol: - KPIT

Series: - EQ

Subject: - **Intimation: Approval of Code of practices and procedures for disclosure of unpublished price sensitive information of KPIT Technologies Limited.**

Dear Sir / Madam,

This is to intimate that pursuant to the provisions of SEBI (Prohibition of insider Trading) Regulation, 2015 the Company has formulated its Code of Practices and Procedures for Disclosure of Unpublished Price Sensitive Information.

A copy of the Code is attached herewith for your ready reference.

Kindly take the note of the same.

Thanking you,
Yours truly,

For **KPIT Technologies Limited**

KPIT Technologies Limited

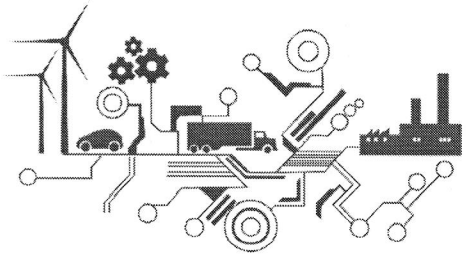
R. Swaminathan
Compliance Officer

Encl.: - As mentioned above.

KPIT

CODE OF FAIR DISCLOSURE AND CONDUCT

Version: 1.1



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KPIT

Revision History

Version No.	Date	Prepared By/ Modified By	Overview of Changes	Approved By
1.1	14.05.2015	R. Swaminathan	Original Policy	Board of Directors

KPIT

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I. BACKGROUND, PURPOSE & SCOPE

- Background:

The Securities Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015, on 15th January, 2015 (hereinafter referred to as the "Regulations"), to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

- Purpose:

In order to comply with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted this code of Fair Disclosure and Conduct, on 14th May, 2015.

This code may be modified by the Company from time to time. This code is applicable from 15th May, 2015.

II. Definitions

1. **"Company"** means KPIT Technologies Limited, having its registered office at 35 & 36, Rajiv Gandhi Infotech Park, Phase I, MIDC, Hinjewadi, Pune – 411 057, India, and its present and future subsidiaries whether incorporated in India or not.

2. **"Chief Investor Relations Officer"** means the head of Investor Relations department of the Company.

3. "**Unpublished Price Sensitive Information**" means any information, relating to the 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 and shall, ordinarily including but not restricted to, information relating to the following :-

   a) Financial results;

   b) Dividends;

   c) Change in capital structure;

   d) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;

   e) Change in key managerial personnel; and

   f) Material events in accordance with the listing agreement.

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

III. Administration :- Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information

The Chief Investor Relations Officer will deal with dissemination of information and disclosure of unpublished price sensitive information.

In addition to the above, the duties of the Chief Investor Relations Officer will be inclusive of, but not limited to, the following :-

1. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

2. 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.

3. Ensuring that information shared with analysts and research personnel is not 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. 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.

6. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

7. Handling of all unpublished price sensitive information on a need-to-know basis.

IV. Amendments

The Board of Directors of the Company shall have full discretion and power to amend this Code as and when it deems necessary.