

To
BSE Ltd,
Listing Department
Phiroze Jeejeebhoy Towers,
Dalal Street- Fort,
Mumbai- 400001

KCL/56/2021-22
January 05, 2022

Ref: BSE Scrip Code- 531780

Dear Sir/Madam

Sub: Outcome of the Board Meeting

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015; Regulation 30, we are providing herewith the outcome of the Board meeting held on 5th January, 2022 as under:

The meeting commenced at: 3:30 P.M.

The meeting was concluded at: 4:30 P.M.

Chairman: Mr. Bhushanlal Arora took the chair.

Leave of absence: the Board noted about the Directors who were present

Minutes of the Previous Board meeting:

Minutes of the previous Meeting of the Board held on November 12, 2021 was approved and signed by the Chairman.

Approval of the Policies:

The Company has considered and approved the following Policies of the Company which shall be effective from 5th January, 2022. (All the policies are attached along with this letter)

| Sr. No. | Policy Name |
|---------|---|
| 1. | Policy on Code of Conduct for Prevention of Insider Trading |
| 2. | Policy on Vigil Mechanism |
| 3. | Policy on Determination of Materiality |
| 4. | Policy on Disclosure of Unpublished Price Sensitive Information |
| 5. | Policy on Leak of Unpublished Price Sensitive Information |
| 6. | Policy on Preservation of Documents |
| 7. | Policy on Sexual Harassment at Workplace |



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CIN: L22210MH1993PLC074035

Approval of Bank Corporate Guarantee:

The Board approved to provide Corporate Guarantee on behalf of M/s Xicon International Ltd. with respect to the credit facilities been provided by Bank of India aggregating to Rs. 15.57 crores only.

There was no other agenda other than general compliance; the meeting was terminated with vote of thanks.

We request you to kindly take the above information on your records.

Thanking you,

For Kaiser Corporation Ltd.

A handwritten signature in blue ink is positioned to the left of a circular blue ink stamp. The stamp contains the text "KAISER CORPORATION LTD" around its perimeter.

Bhushanlal Arora
Managing Director
DIN: 00416032

Encl.: A/a

CODE OF CONDUCT
FOR PREVENTION OF INSIDER TRADING

[Under Regulation 9(1) of the Securities and Exchange Board of India
(Prohibition of Insider Trading) Regulations, 2015]



1. INTRODUCTION:

Insider trading means dealing in securities of a Company listed on any Stock Exchange in India based on, or when in possession of, Unpublished Price Sensitive Information ("UPSI").

With a view to govern the conduct of insiders on matters relating to Insider Trading, the Securities and Exchange Board of India ("SEBI") had formulated "Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015" (hereinafter referred to as the ("Regulations"). These Regulations were notified by the SEBI on January 15, 2015, which become effective from May 14, 2015. The Code is formulated in lines with the latest amendments made in the Regulations by SEBI.

The document comprises of the Code of Conduct for Prevention of Insider Trading (hereinafter referred to as the "Code") adopted by the Company to be followed by the Director, Promoter, Key Managerial Personnel and other Designated Persons and their Immediate Relatives. Further, the provisions of this Code shall be read with the Regulations and if there is any inconsistency / contradiction between the two the provision(s) of the Regulations shall prevail.

2. DEFINITIONS:

- a) "Act" means the Securities and Exchange Board of India Act, 1992.
- b) "Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- c) "SEBI" means Securities and Exchange Board of India.
- d) "Board" shall mean the Board of Directors of KAISER CORPORATION LIMITED.
- e) "Company" KAISER CORPORATION LIMITED.
- f) "Code" means the Code of Conduct for Prevention of Insider Trading of the Company, as modified from time to time.
- g) "Compliance Officer" means Company Secretary or such other senior officer or Managing Director so designated, reporting to the Board or in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who is 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 the listed company.
- h) "Financially Literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows
- i) "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, Key Managerial Personnel, 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,-
- an immediate relative of connected persons specified in clause (i); or
 - a holding Company or associate Company or subsidiary Company; or
 - an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - an investment Company, trustee Company, asset management Company or an employee or director thereof; or
 - an official of a Stock Exchange or of clearing house or corporation; or
 - 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
 - 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
 - an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - a banker of the Company; or
 - a concern, firm, trust, Hindu Undivided Family (HUF), Company or association of persons wherein a director of the Company or his/her immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
- j) **“Key Managerial Personnel”** or **“KMP”** means person as defined in Section 2(51) of the Companies Act, 2013.
- k) **“Designated Person”** means –
- i. Promoters;
 - ii. Directors;
 - iii. Key Managerial Personnel(s) and employees upto two levels below the Key Managerial Personnel of the Company;
 - iv. All Department Heads who may have access to UPSI; and
 - v. Employees and other connected persons as identified by the Compliance officer in consultation with the Board from time to time.
- l) **“Employee”** means all employees of the Company (whether in probation or not) including Directors in employment of the Company.
- m) **“Dealing in Securities”** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the Securities by any person, either as a principal or as an agent.



- n) **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis.
- o) **"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.
- p) **"Legitimate Purpose"** shall include sharing of unpublished price sensitive information 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 these regulations.
- q) **"Insider"** means any person who is:
- i. A connected person; or
 - ii. In possession of or having access to Unpublished Price Sensitive Information; or
 - iii. Any person in receipt of Unpublished Price Sensitive Information pursuant to Legitimate Purpose
- r) **"Promoter"** and **"Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- s) **"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.
- t) **"Securities of the Company"** shall include Equity Shares of the Company, or any other marketable securities of the Company.
- u) **"Stock Exchange"** shall mean a Stock Exchange on which the shares of the Company are listed.
- v) **"Trading"** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in the securities of the Company by any person as a principal or agent.
- w) **"Trading Window"** shall have the meaning as mentioned thereto in clause 7 of the Code.
- x) **"Trading Day"** means a day on which the recognized Stock Exchanges are open for trading.
- y) **"Unpublished Price Sensitive Information"** or **"UPSI"** means any information, which relates directly or indirectly to the Company and which if published is likely to materially affect the price of Securities of the Company. It ordinarily including the following 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 Regulations, 2015.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), 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 there under shall have the meanings respectively assigned to them in those legislations.

3. APPLICABILITY:

This code is applicable to the Designated Persons and their Immediate Relatives.

4. ROLE OF THE COMPLIANCE OFFICER:

The Compliance Officer shall be responsible for :

- i. following the policies and procedures laid down by the Board or a Committee thereof, monitoring adherence to the rules for the preservation of UPSI under the overall guidance and direction of the Board;
- ii. pre-clearing of trades done by Designated Person;
- iii. monitoring trades and the implementation of this Code under the overall supervision of the Board of Directors of the Company.

The Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI.

The Compliance officer shall maintain a record of all Designated Persons and their Immediate Relatives (See Annexure – 1) and changes thereto from time to time.

The Compliance Officer shall place a report before the Audit Committee, detailing the Trading of the Securities of the Company by the Designated Persons along with the documents such persons had executed in accordance with the pre-trading procedures on a quarterly basis, if any.

Further, the Audit Committee of the Company shall review compliance with the provisions of this Regulations and the Code at least once in a Financial Year and shall verify that the systems for the internal control are adequate and are operating effectively.

The Compliance Officer shall maintain a record of the disclosures made for a minimum period of five years.

The Compliance Officer shall assist all Designated Person(s) in addressing any clarifications regarding the Insider Trading Regulations and the Company's Codes.

5. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

UPSI is to be handled on a "need to know" basis. i.e., UPSI should be disclosed only to those within the Company who need the information for legitimate purposes, to discharge their duty of legal obligation 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.

Any Person in possession of UPSI pursuant to a "legitimate purpose" shall be considered as "Insider" for the purposes of these Regulations and shall maintain confidentiality of such UPSI in compliance with these Regulations.

To maintain this obligation, Designated Persons shall not:

- a. communicate, provide, or allow access to any UPSI, relating to the Company or its securities, to any person including other insiders, leading to purchase or sale of securities of the Company except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations;
- b. discuss UPSI in public areas; or
- c. recommend to anyone that they may undertake trading in Securities of the Company while in possession, control or knowledge of UPSI.

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

The Company shall ensure that all files including soft copies containing UPSI are kept secure, such that such information can only be accessed by persons who "need to know" such information.

6. CHINESE WALL:

"Chinese Wall" or "Information Barrier" is a mechanism which distinguishes such person(s) from the rest of the Company for a particular purpose or for a specified period of time. Except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and is 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.

7. TRADING PLAN:

Designated Person(s) 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.

Any Designated Person intending to formulate the trading plan shall consult the Compliance Officer to discuss the applicable rules and procedures. The Compliance Officer shall only approve the trading plan in accordance with the applicable provisions of the Regulations.

Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Also, trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

8. TRADING WINDOW:

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 UPSI.

The Trading Window shall be closed during the time the information mentioned hereunder is unpublished:

- a. Declaration of Financial Results (quarterly, half yearly and annual);
- b. Declaration of dividends (interim or final);
- c. Issue of securities by way of public/rights/bonus etc.;
- d. Any major expansion plans or execution of new projects;
- e. Amalgamation, mergers, takeovers and buy-back;
- f. Disposal of whole or substantially whole of the undertaking;
- g. Any changes in policies, plans or operations of the Company;
- h. such other information as may be specified by the Compliance Officer for this purpose.

Designated persons may execute trades subject to compliance with these Regulations. Towards this end, a notional trading window shall be used as an instrument for monitoring trading by the designated persons. 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 UPSI. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed. Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results, if the Compliance Officer so determines.

The gap between clearance of accounts by Audit Committee and Board Meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

The Compliance Officer after taking into account various factors including in question becoming generally available and being capable of assimilation by the market shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

Otherwise, then prescribed the trading window shall remain open for trading in Securities of the Company.

9. PRE-CLEARANCE OF TRADES:

9.1 All Designated Persons, who intend to deal in Securities when the trading window is opened and if the value of the cumulative trading in one transaction or series of transaction proposed exceeds INR 25,00,000/- (Rupees Twenty-Five Lakhs only) in any calendar quarter; shall apply for the pre-clearance of the transaction.

Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information.

He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

9.2 Every Designated Person shall obtain a pre-trading approval as per the procedure prescribed

hereunder for trading in securities of the Company proposed to be undertaken by such Designated Person and / or his / her Immediate Relatives.

9.3 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 in the prescribed format (See Part A of Annexure 2) accompanied with a declaration and undertaking (See Part B of Annexure 2). The Compliance officer shall send his/her application to the Managing Director / Joint Managing Director / Whole-Time Director / Chief Financial Officer. Designated Persons shall send their application along with the declarations and undertaking in the format prescribed either physically or through email at compliancekaiser@gmail.com or kaisercorpltd@gmail.com

9.4 The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person preferably by the next Trading Day. Such approval/intimation of rejection shall be given through email latest within 2 Trading Days from the date of receipt of application. The letter for approval shall be issued in a prescribed format (See Annexure 3) subject to such changes as the Company may suggest from time to time. Every approval shall be dated and valid for a period of 7 Trading Days from the date of approval.

9.5 Designated Person shall, within two working days of the execution of the Trade, submit the details of such Trade to the Compliance Officer (See Annexure 4). In case the transaction is not undertaken, a report to that effect shall be filed in the said form.

9.6 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.

9.7 In case of absence of the Compliance Officer, any employee as designated by him/her, being a part of the Compliance Department or Managing Director shall carry out the duties for pre-clearance of trades.

9.8 Additional trading restrictions on Designated Persons: -

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 SEBI.

Provided that this shall not be applicable for trades pursuant to exercise of Stock Options.

However, the Compliance Officers empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relation does not violate these Regulations. The Designated Persons shall be required to submit application for waiver of minimum period of Contra trade in the format specified in Annexure 5.

The Compliance Officer shall within two working days of receipt of the aforesaid application, shall either approve or reject the aforesaid application in the format specified in Annexure 5.



10. DISCLOSURE REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

10.1 Initial Disclosure:

- a) Every Promoter, Key Managerial Personnel, Director shall disclose their holding and the holdings of his / her Immediate Relatives' and of any other person for whom such person takes trading decisions, of the Securities of the Company (including derivative, if any) to the Compliance Officer within thirty days of these Regulations taking effect (i.e. by June 13, 2015) (See Part A of Annexure 6).
- b) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose their holding and the holdings of his / her Immediate Relatives' and of any other person for whom such person takes trading decisions, of the Securities of the Company (including derivative, if any) as on the date of appointment or becoming a promoter, to the Compliance Officer within seven days of such appointment or becoming a promoter in the format prescribed. (See Part B of Annexure 6).
- c) Every Promoter, Key Managerial Personnel, Director or Designated Person shall disclose annual statements of their holding and the holdings of his / her Immediate Relatives' and of any other person for whom such person takes trading decisions, of the Securities of the Company (including derivative, if any) to the Compliance Officer within as on 31st March every year in the format as prescribed (See Part C of Annexure 6). Such statement shall be submitted by 15th April every year.

10.2 Continual Disclosure:

- a) Every Promoter, Director and Employee shall disclose their holding and the holdings of his/her Immediate Relatives' and of any other person for whom such person takes trading decisions, 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 Rs. 25,00,000/- (Rupees Twenty-Five Lakhs only) in such format as may be prescribed. (See Annexure 7)
- b) The disclosure shall be made within two working days of the receipt of intimation of allotment of shares or the acquisition or sale of shares or voting rights, as the case may be.
- c) 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.
- d) The Compliance Officer shall maintain the records of all the above declaration in an appropriate form for a minimum period of 5 years from the date of filing thereof.
- e) The Compliance Officer may, require any other Connected Person to disclose the holdings and trading in securities of the Company at such frequency as he may determine.

11. PENALTY FOR CONTRAVENTION OF THE CODE:

- 11.1 Every Employee, Director, Key Managerial Personnel, Promoter or Designated Person shall be individually responsible for complying with the provisions of the Regulations and the Code to the extent applicable.

11.2 The person who violates this code, in addition to the other penal actions shall be subject to disciplinary action by the Company, which in respect of an Employee may include wage freeze, suspension, termination of employment or ineligibility for future participation in the Company's stock option plans.

11.3 The action taken by the Company shall not preclude SEBI from taking any action for violation of the Regulations.

11.4 Under Section 15G of the SEBI Act, any insider who indulges in Insider Trading in contravention to the provisions of this Regulations shall be liable to a penalty which shall not be less than Rs. 10,00,000/- (Rupees Ten Lakh) but which may extend to Rs. 25,00,00,000 (Rupees Twenty-Five Crore) or three times the amount of profits made out of Insider Trading, whichever is higher.

Under Section 24 of the SEBI Act, anyone who contravenes the provisions of the Act or of any rules or regulations made there under, shall be punishable with imprisonment for a term which may extend to ten years, or with fine, which may extend to Rs. 25,00,00,000 (Rupees Twenty-Five Crores) or with both. Further, if any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years, or with fine, which may extend to Rs. 25,00,00,000 (Rupees Twenty-Five Crores) or with both.

11.5 In case any violation of the Regulation or the Code is observed, the Compliance Officer shall immediately inform SEBI of the same.

12. CONCLUSION:

The Board of Directors in consultation with the Compliance Officer shall be empowered to amend, modify, interpret these Code in order to be in compliant with the modifications / amendments made in the principal regulations from time to time and such Regulations shall be effective from such date that the Board may notify in this behalf.

If there are any queries or difficulties relating to the Regulations or this Code, please approach the Compliance Officer for assistance.

It is further re-iterated that the onus of providing the necessary disclosure(s)/intimation(s) shall be on the Insider, Designated Person, employee concerned and they themselves shall be personally liable to pay penalties/compensate the Company, if levied by Stock Exchanges.



Bhushanlal Arora
Managing Director

Date: January 05, 2022



ANNEXURE 1**REGISTER OF DESIGNATED PERSONS**

[To be maintained by the Compliance officer]
(Pursuant to Clause 4 of the Code)

| Sr. No. | Employee Code | Name of Designated Person | PAN | Dept. | Location | Name of Immediate Relative | DP ID or Folio No. | Date on which person is identified as Designated Person | Date on which person ceases to be a Designated Person |
|---------|---------------|---------------------------|-----|-------|----------|----------------------------|--------------------|---|---|
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PART A**FORMAT FOR APPLICATION FOR PRE-TRADING APPROVAL**

(Pursuant to Clause 9.3 of the Code)

Date:

To
The Compliance Officer,
KAISER CORPORATION LIMITED

Dear Sir / Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase / sell / subscribe _____ nos. of Securities (including derivative, if any) of the Company as per details given below.

Name: _____

State whether: -

- ☐ Director
☐ Designated Person
☐ Immediate Relative

| | |
|---|--|
| #Employee Code | |
| #Designation | |
| #Department | |
| #Location | |
| Number of securities held as on date | |
| Folio No. / DP ID / Client ID No. | |
| Nature of transaction (Buy/Sell/Subscribe) | |
| Proposed date of trading in securities | |
| Estimated number of securities proposed to be purchased/subscribed/sold | |
| Current market price (as on date of application) | |
| Whether the proposed transaction will be through Stock Exchange or off-market trade | |
| Previous approval no. and date for purchase/ allotment (only if applicable) | |

to be filled only by employees

I enclose herewith the form of undertaking signed by me

Yours faithfully,

(Signature of the Applicant)

PART B

**FORMAT FOR DECLARATION/UNDERTAKING TO BE ACCOMPANIED WITH THE
APPLICATION FOR PRE- CLEARANCE**

(Pursuant to Clause 9.3 of the Code)

Date:

To,
The Compliance Officer,
KAISER CORPORATION LIMITED

I, _____, resident of _____ residing at _____ hereby
declare that I am a designated person of KAISER CORPORATION LIMITED and I 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, 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 Code as notified by the Company from time
to time.

I undertake to submit the necessary report within two days of execution of the transaction ('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 am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary
actions under the Code of the Company, in case the above declaration are found to be misleading or
incorrect at any time.

I agree to comply with the provisions of the Code and provide any information relating to the trade as
may be required by the Compliance Officer and permit the Company to declare such details to be
disclosed to SEBI, if required by SEBI.

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

(Signature of the Applicant)



ANNEXURE 3

FORMAT FOR PRE-TRADING APPROVAL LETTER

(Pursuant to Clause 9.4 of the Code)

Date:

Approval No.: _____ of _____

To,

Mr./Mrs. _____

Employee Code No.: _____

Designation: _____

Pre-Trading Approval / Disapproval - Your Application date: _____

With reference to your above application seeking approval for undertaking certain transactions in securities (including derivatives, if any) detailed therein, please be informed that you are / your immediate Relative _____ is hereby authorized / not authorized to undertake the transaction (s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till _____ (i.e. for seven trading days from the date hereof). If you / your immediate Relative _____ do (es) not execute the approved transaction / trade on or before this date you would have to seek fresh pre-trading approval before executing any transaction / deal in the securities (including derivatives, if any) of _____ (Name of the Company). Further, you are required to file the details of the executed transactions in the attached format within Two Trading days from the date of transaction / deal. In case the transaction is not undertaken a "NIL" report shall be necessary.

Yours truly,

Compliance Officer

Encl.: Format for submission of details of transaction (**Annexure 4**)



ANNEXURE 4

FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

(Pursuant to Clause 9.5 of the Code)

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

To,
The Compliance Officer,
KAISER CORPORATION LIMITED

Dear Sir / Madam,

Details of pre-approved transactions

Ref: Your approval letter no. _____ dated _____

I hereby inform that, I –

☐ have not bought/sold /subscribed any Securities (including derivatives) of KAISER CORPORATION LIMITED.

☐ have bought/sold/subscribed to the _____ Securities (including derivatives, if any) (GIVE DESCRIPTION) as mentioned below on _____ (DATE).

| Name of the Holder | First/Joint Holder | No. of Securities (including derivatives, if any) | Bought /Sold/ Subscribed | DP ID /Client ID/ Folio No. | Price (Rs.) |
|--------------------|--------------------|---|--------------------------|-----------------------------|-------------|
| | | | | | |
| | | | | | |

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

I agree not to buy/sell the above Securities (including derivatives, if any) for a period of six months from the date of the aforesaid transaction (applicable in case of sale/purchase by Designated Persons only).

In case there is any urgent need to undertake opposite transaction in these Securities (including derivatives, if any) within the said period I shall approach the Company (Compliance Officer) for necessary approval.

Yours faithfully,

Name & Signature:
Employee Code:
Dept. /Location:



Application for waiver of minimum period for Contra trade

Date: _____

To
The Compliance Officer
KAISER CORPORATION LIMITED

Employee details

Name: _____
Employee No.: _____
Designation: _____
Department: _____

Dear Sir / Madam,

I seek your approval to grant me waiver of the time restrictions and permit me to execute a contra-trade for (number of securities) of the Company due to (give valid reason(s) for executing contra trade).

I declare that I am not in possession of any UPSI up to the date of this application.

I further declare that in case I have access to any UPSI after the signing of this application and before executing a contra Trade (if permitted), I shall:

1. Promptly inform the Compliance Officer
2. Refrain from trading in securities of the Company.

Thanking you,

Yours faithfully,

Name & Signature

FEEDBACK ON OUTCOME OF THE APPLICATION

Approved/ Disapproved:

In case approved, transaction of sale _____ (nos.) shares to be completed by _____ (date).

Reasons:

Date & Signature of the Compliance Officer _____



PART – A**INITIAL DISCLOSURE UNDER REGULATION 7 (1) (A) READ WITH REGULATION 6 (2)**
(Pursuant to Clause 10.1 (a) of the Code)

(To be submitted within 30 Days of these Regulations taking effect)

KAISER CORPORATION LIMITED

ISIN of the Company: _____

Details of Securities Held by Promoter, Key Managerial Personnel (KMP) / Director / Designated Person and Other than 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) | Securities held as on the date of regulation coming into force | | % of Share holding | Open interest of the Future Contracts held as on the date of regulation coming into force | | Open interest of the option contacts held as on the date of regulation coming into force | |
|--|--|--|-----|--------------------------|---|--|--|--|
| | | Type of Securities (for e.g. – Shares, Warrants, Convertible Debentures, etc.,) | No. | | No. of units (Contracts * lot size) | Notional value in Rupee terms | No. of units (Contracts * lot size) | Notional value in Rupee terms |
| | | | | | | | | |

Note: “Securities” shall have the meaning as defined under regulation 2(I)(i) of SEBI (Prohibition of Insider Trading) Regulation, 2015.

| | | |
|-------------|---|--|
| Signature | : | |
| Designation | : | |
| Date | : | |
| Place | : | |



PART – B**INITIAL DISCLOSURE UNDER REGULATION 7 (1) (B) READ WITH REGULATION 6 (2)**
(Pursuant to Clause 10.1 (b) of the Code)

(To be submitted within 7 Days of appointment or becoming Promoter)

KAISER CORPORATION LIMITED

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 or upon being identified as a Designated Person 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/O thers etc.) | Date of appointment of Director/ KMP or Date of becoming promoter | Securities held as on the date of regulation coming into force | | % of Share holding | Open interest of the Future Contracts held as on the date of regulation coming into force | | Open interest of the option contacts held as on the date of regulation coming into force | |
|--|--|---|--|-----|--------------------------|---|--|--|--|
| | | | Type of Securities (for e.g. – Shares, Warrants, Convertible Debentures, etc.,) | No. | | No. of units (Contracts * lot size) | Notional value in Rupee terms | No. of units (Contracts * lot size) | Notional value in Rupee terms |
| | | | | | | | | | |

Note: “Securities” shall have the meaning as defined under regulation 2(I)(i) of SEBI (Prohibition of Insider Trading) Regulation, 2015.

| | | |
|-------------|---|--|
| Signature | : | |
| Designation | : | |
| Date | : | |
| Place | : | |

PART – C**FORMAT FOR ANNUAL STATEMENT OF HOLDINGS BY PROMOTER/ KEY
MANAGERIAL PERSONNEL / DIRECTOR / DESIGNATED PERSONS AND THEIR
IMMEDIATE RELATIVES**

(Pursuant to Clause 10.1 (c) of the Code)

(To be submitted by 15th April every year on end of each Preceding Financial Year)

Date:

To,
The Compliance Officer
KAISER CORPORATION LIMITED

Dear Sir / Madam,

Statement of Security Holdings in the Company

As on _____, I _____ along with my Immediate Relative
hold the Securities (including derivatives, if any) of the Company, details whereof are as under:

Description of Security:

| Name of Holder | Name of Security | Physical holdings | | Electronic holdings | | Total holdings |
|----------------|------------------|-------------------|----------------|---------------------|-----------|----------------|
| | | Folio No. | Total holdings | DP ID | Client ID | |
| | | | | | | |
| | | | | | | |

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

Yours faithfully,

| | | |
|-------------|---|--|
| Signature | : | |
| Designation | : | |
| Date | : | |
| Place | : | |



ANNEXURE 7

**FORMAT FOR DISCLOSURE OF TRANSACTIONS CROSSING THRESHOLD BY THE
PROMOTER/ DIRECTORS/ EMPLOYEES PURSUANT TO REGULATIONS 7 (2) READ WITH
REGULATION 6 (2)**

(Pursuant to Clause 10.2 (a) of the Code)

(To be submitted within 2 Trading Days of transactions/ Dealing in Securities (including derivatives, if any) of the Company)

Name of the Company: _____

ISIN of the Company: _____

Details of change in holdings of Securities of Promoter, Employee or Director of a Listed Company and other such persons as mentioned in Regulation 6(2).

| Name, PAN, CIN/ DIN & address with contact nos. | Category of Person (Promoter s/KMP / Directors/ immediate relative to/others etc.) | Securities held prior to acquisition /disposal | | Securities acquired/Disposed | | | | Securities held post acquisition /disposal | | Date of allotment advice/ acquisition of shares/ sale of shares specify | | Date of intimation to Company | Mode of acquisition /disposal (on market /public/ rights/ preferential offer off market/ Inter-se transfer, ESOPs etc.) |
|---|--|---|----------------------------|---|----------------------|-------|--|---|----------------------------|---|----|-------------------------------|---|
| | | Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.) | No. and % of share holding | Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.) | No. of Equity Shares | Value | Transaction Type (Buy/Sale/ Pledge/ Revoke/ Invoice) | Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.) | No. and % of share Holding | From | To | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |

Details of trading in derivatives of the Company by Promoter, Employee or Director of a Listed Company and other such persons as mentioned in Regulation 6(2).

| 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) | |
| | | | | | | |
| | | | | | | |

| | | |
|-------------|---|--|
| Signature | : | |
| Designation | : | |
| Date | : | |
| Place | : | |



KAISER CORPORATION LIMITED

POLICY ON VIGIL MECHANISM

[Under Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013]



1. Preamble:

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and to maintain these standards the Company encourages the employees to voice their genuine concerns without fear.

Section 177 (9) of Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, *inter-alia*, provides, a mandatory requirement, for all listed companies to establish a mechanism called "Vigil Mechanism (Whistle Blower Policy)" for Directors and Employees.

2. Objective:

- To encourage employees to bring genuine ethical and legal concerns, violations and suspected fraudulent behaviour of which they are or become aware of, to an internal authority so that action can be taken immediately to resolve the problem.
- To minimize the Company's exposure to the damage that can occur when the employees actually or potentially try to circumvent internal mechanisms in furthering the aforementioned concerns, violation and frauds.
- To provide for adequate safeguards against victimization of employees and directors who avail the vigil mechanism.

3. Eligibility:

All Employees, Directors of the Company and any stakeholders of the Company who observe any discrepancy are eligible to make disclosures under the mechanism in relation to matters concerning the Company.

4. Definitions:

"Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Employee" means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.

"Disclosures" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

"Whistle Blower" means an employee or director of the Company who discloses in good faith any unethical & improper practices or alleged wrongful conduct in writing.

5. Scope of Policy:

The policy intends to cover following information on suspected unethical and improper practices or wrongful conduct, which employee's or Directors in good faith believes to exist:

- a. Abuse of authority;
- b. Breach of contract;



- c. Negligence causing substantial and specific danger to public health and safety;
- d. Manipulation of company data/records;
- e. Financial irregularities, including fraud, or suspected fraud;
- f. Criminal offence including bribes;
- g. Leaking of confidential/propriety information;
- h. Deliberate violation of law/regulation;
- i. Wastage/misappropriation of company funds/assets;
- j. Breach of employee Code of Conduct;
- k. Any other unethical, biased, favoured, imprudent event.

The above list is only illustrative and should not be considered as exhaustive.

6. Procedure:

The person who observes any unethical / improper practices or alleged wrongful conduct shall make a disclosure to the Head of Department or in case it involves Managerial Personnel to the Managing Director and in exceptional cases to the Audit Committee including its Chairman as soon as possible but not later than 45 consecutive calendar days after becoming aware of the same.

The following process shall be followed:

- a) The Departmental Head shall immediately forward the Whistle Blower Report to the Managing Director or in case the concern is raised from any stakeholder then that shall be immediately forwarded to the Managing Director or the Chairperson of the Audit Committee.
- b) The Managing Director may cause such enquiry to be conducted as deemed appropriate given the nature and the complaint lodged.
- c) On a six-monthly basis, the Managing Director shall report to the Audit Committee a summary of all complaints received under the Whistle Blower Policy and the action taken on the same.
- d) If a complaint is made to the Audit Committee against the Managing Director, then the Audit Committee may undertake such enquiries as it deems fit and may take such action as it deems appropriate.
- e) If the action to be taken by the Audit Committee is against the Managing Director, the Committee may also suitably discuss the same with the Chairman of the Board and decide on action to be taken.

Any Director who observes any unethical & improper practices or alleged wrongful conduct shall make a disclosure to the Audit Committee or the Chairman of the Board as soon as possible but not later than 45 consecutive calendar days after becoming aware of the same.

The Managing Director or the Chairman of the Audit Committee or the Chairperson of the Board as the case maybe, after due enquires, pass orders for remedies which may inter-alia include:

- i. Order for an injunction to restrain continuous violation of this policy;
- ii. Reinstatement of the employee to the same position or to an equivalent position;
- iii. Order for compensation for lost wages, remuneration or any other benefits etc.

7. Protection:

- a. No discrimination, harassment, victimization or any other unfair employment practice like retaliation, threat or intimidation by termination /suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like will be adopted against Whistle Blowers.



- b. A Whistle Blower may report any violation of the above clause to the Audit Committee.
- c. Direct access to the Audit Committee Chairman, in exceptional circumstances, can be given to the Whistle Blower.
- d. The Audit Committee may recommend suitable action to the management which may inter alia include:
 - i. Reinstatement of the employee to the same position or to an equivalent position.
 - ii. Order for compensation for lost wages, remuneration or any other benefits, etc.

8. Confidentiality:

The Company will treat all such disclosures in a sensitive manner and will keep the identity of the Whistle Blower confidential. However, the investigation process may inevitably reveal the source of the information and the individual making the disclosure may need to provide a statement which cannot be kept confidential if legal proceedings arise.

9. Vexatious Allegations / Frivolous Complaints:

If an individual makes an allegation, which is not confirmed by subsequent investigation and the investigation shows that an individual has made malicious or vexatious allegations for personal leverage or if an individual makes repeated frivolous complaints, disciplinary action may be taken against the individuals concerned.

10. Annual Affirmation:

The Company shall annually affirm that it has not denied any personnel access to the Audit Committee and that it has provided protection to the Whistle Blower from adverse personnel action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.

11. Communication:

All communication under this policy is to be made on the below mentioned mail id: kaisercorpltd@gmail.com or compliancekaiser@gmail.com



Bhushanlal Arora
Managing Director



Date: January 05, 2022

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KAISER CORPORATION LIMITED

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS & INFORMATION

[Pursuant to Regulation 30(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]



1. Objective:

The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

All the words and expressions used in this Policy, unless defined hereafter, shall have meaning respectively assigned to them under the SEBI Listing Agreement and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made / issued thereunder, as amended from time to time, to the extent applicable to the Company.

2. Definitions:

"Act" shall mean the Companies Act, 2013 and the Rules framed there under, including any modifications, clarifications, circulars or re-enactment thereof.

"Board of Directors" or **"Board"** means the Board of Directors of KAISER CORPORATION LIMITED, as constituted from time to time.

"Company" means KAISER CORPORATION LIMITED.

"Key Managerial Personnel" mean Key Managerial Personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013.

"Material Event" or **"Material Information"** shall mean such event or information as set out in the Schedule III of SEBI Listing Regulations, 2015 or as may be determined in terms of Clause 3 of the Policy. In the Policy, the words, "material" and "materiality" shall be construed accordingly.

"Material Subsidiary" shall mean any subsidiary Company of the Company which is or has been determined as a material subsidiary as per the provisions of the Regulations.

"Policy" means this Policy for Determination of Materiality of Events and Information of KAISER CORPORATION LIMITED and as may be amended from time to time.

"Listing Regulations" mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

"Schedule" means a Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Criteria for determination of Materiality of Events / Information:

The Company shall consider following criteria as specified in Clause (i) of Sub-regulation (4) of Regulation 30 of the Listing Regulations for Determination of Materiality of Events / Information:

- a) The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or

- b) The omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;
- c) In case where the criteria specified in Sub-Clauses (a) and (b) are not applicable, an event / information may be treated as being material if in the opinion of the Board of Directors of the Company, the event / information is considered material.

4. Disclosures of Events or Information:

- a) Events specified in Annexure I are deemed to be material events and the Company shall make disclosure of such events or information as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence of such event or information in the following manner:
 - i. inform the Stock Exchange(s) in which the securities of the Company are listed;
 - ii. upload on the website of the Company.

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the Company shall, along with such disclosure(s) provide an explanation for delay.

- b) The Company shall make disclosure of events as specified in Annexure II based on application of guidelines for determining Materiality as per clause 3 of the Policy.
- c) The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved / closed, with relevant explanations.
- d) The Company shall disclose all events or information with respect to its Material Subsidiaries.
- e) The Company shall provide specific and adequate reply to all queries raised by Stock Exchange(s) with respect to any events or information and on its own initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.
- f) In case where an event occurs or information is available with the Company, which has not been indicated in Annexure I or Annexure II, but which may have material effect on it, the Company will make adequate disclosures in regard thereof.

All the above disclosures would be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Company's policy for Preservation and Archival of Documents.

5. Authority to Determine Materiality & Disclosure Process:

The Chairman / Managing Director / Compliance Officer of the Company are severally authorised for the purpose of determining materiality of an event / information and to make the disclosure of such material event / information to the Stock Exchange(s). Subsequent to the disclosure to the Stock Exchange(s), material event / information should be hosted on the website of the Company at www.kaiserpress.com



6. Authorization to KMP to Suo-Moto Accept/Deny Reported Event or Information:

Mr. Bhushanlal Arora, Managing Director; Mrs. Anagha korde, Independent Director or Mrs. Priyanka Chaturvedi, Company Secretary cum Compliance Officer of the Company shall jointly and / or severally authorise to suo-moto accept / deny any report event or information, which has been unauthorizedly made public by media or by any other means including but not limited to electronic means. They are further authorised to respond to the rumours amongst the general public, which has no basis or documentation, in a way which best protects the interests of the Company. Such action taken by the KMPs shall however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.

7. Amendments:

In case of any amendments to the Regulations which makes any of the provisions in the Policy inconsistent, the provisions of the Regulations shall prevail. Further, in case there are any Regulatory changes, which require modifications to the Policy, the Policy shall be reviewed and amended with due approval from the Chairman or the Managing Director & Compliance Officer of the Company.



Bhushanlal Arora
Managing Director
Date: January 05, 2022



Annexure I

Events which shall be disclosed without any application of the guidelines for Materiality:

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation / merger / demerger / restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring.

Explanation. – ‘Acquisition’ shall mean, -

- a) acquiring control, whether directly or indirectly; or
- ii. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –
 - a) the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - b) there has been a change in holding from the last disclosure and such change exceeds two per cent of the total shareholding or voting rights in the said company.
2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.;
3. Revision in credit rating(s);
4. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
 - a. dividends and / or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
 - b. any cancellation of dividend with reasons thereof;
 - c. the decision on buyback of securities;
 - d. the decision with respect to fund raising proposed to be undertaken;
 - e. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - f. reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
 - g. short particulars of any other alterations of capital, including calls;
 - h. financial results;
 - i. decision on voluntary delisting by the listed entity from Stock Exchange(s).
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.



6. Fraud / defaults by Promoter or Key Managerial Personnel or by Listed Entity or arrest of Key Managerial Personnel or Promoter.
7. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.) Auditor and Compliance Officer.
8. Appointment or discontinuation of share transfer agent.
9. Corporate debt restructuring.
10. One-time settlement with a bank.
11. Reference to BIFR and winding-up petition filed by any party / creditors.
12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.



Annexure II

Illustrative list of events which shall be disclosed upon application of the guidelines for materiality as per Clause 3 of the Policy:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit / division;
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit / division (entirety or piecemeal);
3. Capacity addition or product launch;
4. Awarding, bagging / receiving, amendment or termination of awarded / bagged orders / contracts not in the normal course of business;
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof;
6. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.) force majeure or events such as strikes, lockouts etc.;
7. Effect(s) arising out of change in the regulatory framework applicable to the Company;
8. Litigation(s) / dispute(s) / regulatory action(s) with impact;
9. Fraud / defaults etc. by directors (other than Key Managerial Personnel) or employees of Company;
10. Options to purchase securities including any ESOP / ESPS Scheme;
11. Giving of guarantees or indemnity or becoming a surety for any third party;
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;
13. Any other information / event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

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KAISER CORPORATION LIMITED

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

[Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]



Kaiser Corporation Limited ("Company") shall adhere to the following practices and procedure to ensure fair disclosure of Unpublished Price Sensitive Information such as the events and occurrence that could impact price or securities or the Company.

The Company intends to follow best practices, duly compliant with Applicable Law, in the matter of disclosure of UPSI. Accordingly, the following Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive information (hereinafter referred to as the 'Code') was adopted by the Board of Directors of the Company.

1. The Company shall make prompt public disclosure of Unpublished Price Sensitive Information that could impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
 2. The Company shall make uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
 3. No insider shall communicate, provide or allow access to any UPSI relating to the Company or securities 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. Further, no person shall procure from or cause the communication by any insider of UPSI, relating to the Company or securities listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, etc. Inducement and procurement of UPSI not in furtherance of one's legitimate duties and discharge or obligations would be illegal.
- For the purpose of this clause, the term "legitimate purpose" shall include sharing of Unpublished Price Sensitive Information 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 these regulations.
4. Before sharing of the UPSI, the concerned person sharing such UPSI shall comply with the requirements in relation to circumstances and procedure as provided in Code of Conduct for Prohibition of Insider Trading.
 5. The Compliance Officer / Managing Director of the Company shall deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.
 6. If an Insider receives a query about any UPSI related to the Company, he shall not comment on the same and shall forward such query to the Chief Investor Relations Officer. The Chief Investor Relation Officer shall deal with such query in accordance with Applicable Law and this Code in consultation with Managing Director or CEO of the Company.
 7. The Company shall make prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.



8. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

9. The Company shall ensure that information, if any, shared with analysts and research personnel is not Unpublished Price Sensitive Information.

10. The Company shall develop best practices to make transcripts or records of proceedings of Meetings with analysts and other investor relations conferences on the official website of the Company i.e., www.kaiserpress.com to ensure official confirmation and documentation of disclosures made.

11. The Company shall handle all Unpublished Price Sensitive Information on a need-to-know basis. All insiders shall adhere to the conditions of strict confidentiality and shall not share any UPSI except for the aforesaid purposes.

All the terms used in the Code shall have the same meaning as assigned to them under the Regulations.

Any amendment to this Code shall be done through a resolution passed at the Board meeting of the Company.



Bhushanlal Arora
Managing Director



Date: January 05, 2022

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KAISER CORPORATION LIMITED
POLICIES AND PROCEDURES FOR INQUIRY IN CASE OF
LEAK OF OR SUSPECTED LEAK OF
UNPUBLISHED PRICE SENSITIVE INFORMATION

*[Under Regulation 9A (5) of the Securities and Exchange Board of India
(Prohibition of Insider Trading) (Amendment) Regulations, 2018]*



1. INTRODUCTION:

This Policy is formulated as per requirement of Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015; as inserted by SEBI {Prohibition of Insider Trading} (Amendment) Regulations, 2018. The newly inserted Regulation 9A (5) mandates formation of written policies and procedures for inquiry in case of leak of Unpublished Price Sensitive Information (“UPSI”) or suspected leak of UPSI and initiate appropriate action on becoming aware of leak of UPSI and inform Securities Exchange Board of India (“SEBI”) promptly of such leaks, inquiries and results of such inquiries.

2. EFFECTIVE DATE:

This Policy shall come into effect with effect from April 1, 2019.

3. OBJECTIVE:

- i. To strengthen the internal control system to prevent leak of UPSI.
- ii. To have an adequate and effective system of internal controls to ensure compliance
- iii. To restrict and prohibit the practice of sharing of UPSI, with the un—authorized person, which originates from within the Company and which affects the market price of the Company as well as results into loss of reputation and investors’ / financiers’ confidence in the Company.
- iv. To have a uniform code to curb the un—ethical practices of sharing UPSI by Insiders, Employee, Designated Persons, intermediaries and fiduciaries with any person, firm, Company or Body Corporate.
- v. To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India (“SEBI”) promptly.
- vi. To penalize any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy; apart from any action that SEBI may initiate / take against the Insider, Employee & Designated Persons.

4. DEFINITIONS:

(i) Chief Investor Relation Officer (“CIO”) - shall mean the Compliance Officer or in absence of Compliance Officer the Managing Director of the Company; appointed by the Board of Directors under Securities and Exchange Board India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “SEBI PIT Regulations, 2015”).



(ii) Leak of UPSI - shall mean communication of UPSI, other than for legitimate by any Insider, Employee and Designated Persons of Company, intermediaries or fiduciaries or any other known or unknown person to any person other than a person(s) authorized by the Board or Chief Investor Relation Officer (CIO) of the Company.

(iii) Legitimate purposes – shall have the same meaning as defined under the explanation to Sub-Regulation (2A) of the SEBI PIT Regulations, 2015.

(iv) Designated Persons - shall cover all employees whether contractual or otherwise, persons / entities stated under Regulation 9(4) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and other connected persons as defined under Regulation 2(d) of the SEBI (prohibition of Insider Trading) (Amendment) Regulations, 2018

(v) Support Staff - shall include IT Staff, Secretarial Staff, Legal Staff, Finance Staff, Strategy Staff who have access to UPSI.

(vi) Unpublished Price Sensitive Information ("UPSI") - shall mean any information as defined in the Code of Conduct - Prevention of Inside trading or as may be decided by the CIO.

Note: Words and expressions used and not defined in this Code shall have the meanings defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time); the Securities Contracts (Regulation) Act, 1956 (42 of 1956); the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013.

5. Duties of Chief Investor Relations Officer:

The CIO shall be responsible to:

- a) Oversee the Compliance of this policy.
- b) Report the incident of actual or suspected leak of UPSI to the SEBI.
- c) Intimate the incident of actual or suspected leak of UPS to the Stock Exchanges.
- d) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry committee / Audit Committee.

6. Reporting of actual or suspected leak of UPSI:

On becoming aware of actual or suspected leak of UPSI, the same shall be reported to CIO of the Company. The CIO shall in consultation with the Managing Director initiate procedure for enquiring about the actual or suspected leak of UPSI. On becoming aware of actual or suspected leak of UPSI, the CIO shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly informed to the Board of Directors of the Company.



Further, the CIO will also be responsible to timely / promptly on becoming aware of any actual or suspected leak of UPSI intimate the information to the SEBI and to the Stock Exchange(s) where the shares of the Company are listed.

7. Procedure for enquiry in case of leak of UPSI:

On suo-motu becoming aware or otherwise, of actual or suspected leak of UPSI of the Company by any Promoter, Director, Key Managerial Person, Insider, Employee, Designated Person, Support Staff or any other known or unknown person, the below mentioned procedure be followed in order to enquire and / or otherwise investigate the matter.

(a) To take Cognizance of the matter: The CIO shall within a period of 7 working days after receipt of the information of actual or suspected leak of UPSI and take cognizance of the matter and decide as follows:

- i) If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed;
- ii) If it is found that the issue requires further investigation, Preliminary Enquiry may be initiated.

(b) Preliminary Enquiry: Preliminary enquiry is a fact-finding exercise which shall be conducted by the CIO. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark any disciplinary action. The CIO may also appoint and / or authorize any person(s), as it may deem fit, to initiate / conduct an enquiry to collect the relevant facts, material substances on actual or suspected leak of UPSI.

(c) Report of Preliminary Enquiry to the Audit Committee: The CIO or Person(s) appointed / authorized (Authorized persons) to enquire the matter of actual or suspected leak of UPSI submit his / her report to the Audit Committee within 10 working days from the date of authorisation. Based on report of Authorized person, opportunity would be given to suspect to prove his innocence.

Further, the Audit Committee shall once in every financial year review or take note of any of the matter as maybe covered under the said Policy.

e) Disciplinary Action: After giving opportunity to prove innocence, the Disciplinary Action(s) may include freeze, suspension, recovery, claw back, termination etc. or such other action, as may be decided by the Members of the Audit Committee.



8. Amendment:

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and / or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.



Bhushanlal Arora
Managing Director



Date: January 05, 2022

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KAISER CORPORATION LIMITED

POLICY ON PRESERVATION OF RECORDS & DOCUMENTS

[Pursuant to Regulation 9 read with Regulation 30(8) of SEBI Listing Regulations, 2015]



1. PREMBLE:

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") imposed certain obligations and disclosure requirements on all Listed Entities, one of the common obligations for all Listed Entities pursuant to Regulation 9 being is to formulate and have a policy for preservation of documents.

2. PURPOSE:

The Purpose of this Policy is to ensure that the all the necessary documents and records of the Company required to be prepared and disclosed to the Stock Exchange are adequately protected and preserved as per the statutory requirements. This policy shall cover all business records of the Company, including written, printed and recorded matter and electronic forms of records. The Compliance Officer would be responsible for overseeing the implementation of the Policy.

3. DEFINITIONS:

"Board of Directors" or "Board" shall mean the Board of Directors of KAISER CORPORATION LIMITED, as constituted from time to time.

"Company" shall mean KAISER CORPORATION LIMITED.

"Documents" shall mean all papers, records, files, books, tapes, CDs, DVDs, electronic storage devices etc., and the like as required to be maintained under any law or regulation for the time being in force.

"Listing Regulations" shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").

"Stock Exchange" shall mean BSE Limited.

Any other term not defined herein shall have the same meaning as defined in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015; Companies Act, 2013; or any other applicable law or regulations; as amended from time to time, to the extent applicable to the Company.

4. OBJECTIVE:

This policy sets the standards for managing, storing and preservation of documents of the Company broadly classified in the following two categories:

- i. The documents of a permanent nature (**Annexure I**) shall be maintained and preserved permanently by the Company subject to the modifications, amendments, additions, deletions or any changes made therein from time to time.



Provided that all such modifications, amendments, additions, deletions in the documents shall also be preserved permanently by the Company.

- ii. The documents to be maintained and preserved for the term not less than eight years (**Annexure II**) after completion of the relevant transactions subject to the modifications, amendments, additions, deletions or any changes made therein from time to time.

Provided that all such modifications, amendments, additions or deletions in the documents shall also be preserved for a term not less than eight (8) years. Provided further that the Company may keep the documents as specified above in an electronic mode.

5. PLACE OF PRESERVATION / MAINTENANCE:

The Listing Records shall be preserved / maintained at the Registered Office of the Company unless any other law requires it to be maintained at the any other place, in which case the same shall be kept at such place.

6. ROLES AND RESPONSIBILITIES:

The respective Departmental Heads under the supervision of the Compliance Officer of the Company shall be responsible for maintenance, preservation and destroying of documents in respect of the areas of operations falling under the charge of each of them, in terms of this policy.

7. DESTRUCTION OF DOCUMENTS:

After the expiry of the statutory retention period, the preserved documents may be destroyed in such mode under any instructions approved by the department head(s). Destruction of documents as a normal administrative practice will also be followed for the records which are duplicate/unimportant/irrelevant. This applies to both Physical and Electronic Documents.

8. REGISTER OF DOCUMENTS DESTROYED:

The Company shall maintain a Register as set out in Annexure III wherein entries shall be made in respect of the Documents / Records destroyed and shall be authenticated by the Compliance Officer of the Company or any other person as may be authorized by the Board.

9. ARCHIVAL POLICY:

In compliance to Regulation 30((8) read with Regulation 46 of Listing Regulations the Company shall ensure that all the information disclosed on the Company's website (www.kaiserpress.com) is maintained live and in archive for a period of 5 years.



10. AMENDMENTS TO THE POLICY:

This Policy shall not be amended unless the amendment is approved by the Board of Directors or unless such amendment is required pursuant to change in the applicable law. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.



Bhushanlal Arora
Managing Director

Date: January 05, 2022



Annexure I

Documents whose preservation shall be permanent in nature

| Sr. No. | Particulars |
|---------|--|
| 1. | Registration Certificates. |
| 2. | Licenses & Statutory Approvals. |
| 3. | Statutory Registers required under applicable laws. |
| 4. | Audited financial statements. |
| 5. | Minutes of the Meetings of the Company. |
| 6. | Material Agreements/Contracts. |
| 7. | Orders issued by Courts/Statutory bodies. |
| 8. | Investment Documents/proofs including certificates etc. |
| 9. | Insurance Policies/ Claims under various policies. |
| 10. | Any other document as may be required to maintain permanently in terms of applicable law(s), maintained and preserved from time to time. |

Annexure II

Documents with preservation period of not less than eight years after completion of the relevant transactions

| Sr. No. | Particulars |
|---------|--|
| 1. | Books of Accounts & Annual Return(s) |
| 2. | Correspondences with Government Departments/shareholders. |
| 3. | Non-Statutory Registers/Documents. |
| 4. | Any other document as may be required to maintain in terms of applicable law(s), maintained and preserved from time to time. |

Annexure III

Register of Documents Destroyed

| Sr. No. | Description of Documents Destroyed | Time upto which document was preserved | Date of Destruction | Mode of Destruction | Initials of Compliance Officer / Authorized Person |
|---------|------------------------------------|--|---------------------|---------------------|--|
| | | | | | |
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KAISER CORPORATION LIMITED

POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

[Pursuant to The Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013]



1. Objective:

We, KAISER CORPORATION LIMITED ("the Company"), believe in the right of all its employees to work with dignity, in a safe and secure environment and all are expected to treat their co-workers with respect, dignity and in a professional manner. To this end, the objective of this policy is to provide all employees of the Company with a safe work environment, free from any kind sexual abuse / harassment / assault.

It is the policy of the Company that all its employees are responsible for ensuring that the workplace is free from any activity of sexual abuse / harassment. Because of the Company's strong disapproval of offensive or inappropriate sexual behaviour at work, all employees must avoid any action or conduct which could be viewed as sexual harassment.

We have framed and adopted a Policy on Sexual Harassment ("the Policy") in reference to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the Act"); incorporating the requirements as mandated by the law. The Company reserves the right to amend or update this Policy as required from time to time.

2. Applicability:

This policy shall be applicable to all employees of the Company, at all levels employed either at Corporate / Registered office or at plant site.

3. Definition of Sexual Harassment:

Sexual harassment includes any one or more of the following unwelcome acts or behaviour (whether directly or by implication):

- i. physical contact or advances; or
- ii. a demand or request for sexual favours; or
- iii. making sexually coloured remarks; or
- iv. showing pornography; or
- v. any other unwelcome physical, verbal or non-verbal conduct of sexual nature.

4. The Internal Complaints Committee (ICC) For Redressal of Sexual Harassment Complaints:

The Company in order to have a proper implantation and review of the policy has formulated the Committee comprising of the following Committee members:

The ICC at Corporate / Registered office:

- | | | |
|--------------------------|---|-------------------|
| • Ms. Anagha Korde | - | Presiding Officer |
| • Ms Priyanka Chaturvedi | - | Secretary |
| • Mr Jehangir R Patel | - | Member |
| • Mr Govind Salgaonkar | - | Member |
| • Mr Sunil Sakhare | - | Member |

➤ **Tenure:** The Maximum tenure of the Committee member(s) shall be three years and the committee shall be reconstituted by the Management at such intervals as the Management deem fit to maintain the uniformity with the provisions of this policy and / or the Act.

➤ **Quorum:** Three (Presiding Officer must be present).

The Complaints Committee is responsible for:

- Investigating every formal written complaint of sexual harassment;
- Taking appropriate remedial measures to respond to any substantiated allegations of sexual harassment;
- Discouraging and preventing employment-related sexual harassment.

5. Responsibilities regarding Sexual Harassment:

All employees of the Company have a personal responsibility to ensure that their behaviour is not contrary to this policy. All employees are encouraged to reinforce the maintenance of a work environment free from sexual harassment.

6. Procedure for Filing a Complaint:

The complaint shall be made by an aggrieved employee or by their legal heir to ICC in writing within a period of three months from the date of occurrence of incident and in case of a series of incidents, within a period of three months from the date of last incident.

Three copies of the complaint along with supporting document and names and addresses of the witnesses shall be sent either by post or given in person to any member of ICC of the establishment. A register shall be maintained to endorse the complaint received.

In case of delay in filing a complaint, and if the ICC is satisfied with the circumstances for the delay, it may extend further the time-limit not exceeding three months for filing a complaint and record the reasons in writing.

7. Procedure for Inquiry into the Complaint:

- The ICC shall hold a meeting with the aggrieved employee within 5 working days on receipt of complaint, but not later than a week.
- The ICC may, before initiating an inquiry and at the request of aggrieved party, take steps to settle the matter with no monetary settlement as a basis of conciliation. The copies of the settlement arrived during conciliation shall be provided to both the parties, and no further inquiry shall be conducted. In case the terms of conciliation have not been complied, initiate the action as determined in the policy.
- The ICC will go through the complaint against employee and initiate a detailed inquiry as deemed fit according to the provisions of rules, while for complaint against others, if prima-facie case exists, forward the complaint to the police, within a period of seven days.
- During the pendency of an inquiry, on a written request by an aggrieved employee, the ICC may recommend to the Management:
 - I. Transfer of aggrieved person or the respondent; or
 - II. Grant leave to the aggrieved person upto a period of 3 months
- For the purpose of making an inquiry, the ICC shall have the same powers as are vested with the Civil Court for the purpose of making an inquiry.
- The ICC shall submit its recommendations to the Management within a period of ninety days and the Management shall finally dispose of the case within a period of thirty days.



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8. Guidelines for ICC while Recommending Actions:

The ICC shall investigate every complaint of sexual harassment and to determine that the allegation made under the complaint, falls under the purview of sexual harassment.

Following points shall be considered will initiating action:

- To conduct the inquiry as per the principles of natural justice and in confidential manner.
- In cases where compensation to be paid to the aggrieved employee, then ICC shall inform to the Management to deduct the said amount from the salary of the respondent and pay to the aggrieved employee or to their legal heir(s).
- In case respondent fail to pay the sum referred, the ICC may forward the order for recovery of the sum as arrears, to the concerned District Officer.
- In case allegation against respondent are concluded to be false / malicious, the ICC may refer to the Management to take action against complainant.

9. Appeal:

Any person (employee) aggrieved from the recommendation of the Internal Complaints Committee or non-implementation of such recommendation can appeal to the court or tribunal in accordance with the provisions of the Rules applicable to the said person within 60 days from such recommendation / order / judgement.

10. Confidentiality:

All records of complaints, including contents of meetings, results of investigation and other relevant material shall be kept confidential, except where disclosure is required under disciplinary or other remedial process.

11. Access to Reports and Documents:

All records of complaints, including contents of meetings, results of investigations and other relevant material will be kept confidential by the Company except where disclosure is required under disciplinary or other remedial processes.



Bhushanlal Arora
Managing Director
Date: January 05, 2022



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