



KIRLOSKAR BROTHERS LIMITED

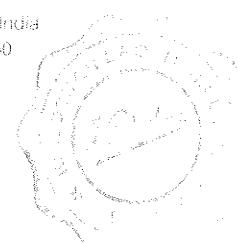
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CODE OF PRACTICE AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDER OF KIRLOSKAR BROTHERS LIMITED

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Preface:

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“the Regulations”), which came into force on May 15, 2015, the Securities and Exchange Board of India (SEBI) has directed listed companies to formulate and publish on its official website, a Code for practice and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A, to follow minimum standards for code of conduct as set out under Schedule B. The Board of Directors of the Company has approved “Code of Conduct to Regulate, Monitor and Report Trading by Insider” which came into force with effect from April 1, 2015, lastly amended on April 01, 2019 and the “Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information which came into force with effect from April 1, 2019 (the ‘Code’) and the same may be amended from time to time, as may be required.

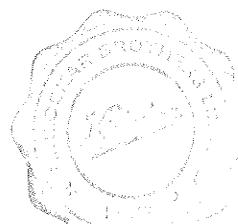
The term Insider-trading is associated with dealing in securities of the Company by certain category of persons such as Directors, Key Managerial Personnel, Designated Persons and their Relatives (Insiders) who are deemed to have access to unpublished price sensitive information. The term ‘Insider Trading’ has been defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Regulations state that an insider shall deal in the securities of the listed company only in accordance with the provisions of the Code.

No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or about its securities listed or proposed to be listed, to any person including other insiders except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 and in accordance with the terms of the Policy of Legitimate Purpose as a part of fair disclosure.

No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligation.

Notwithstanding anything contained in hereinabove, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:





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- (i) entail an obligation to make open offer under the Takeover Regulations where the Board of Directors of the Company is of informed opinion that the sharing of information is in the best interests of the company;
- (ii) not attract the obligation to make an open offer under Takeover Code but the Directors of the Company are of informed opinion that sharing of information is in the best interest of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two days prior to the proposed transaction.

The Board of Directors, however, would cause public disclosures of such unpublished price sensitive information well before the proposed transaction to rule out any asymmetry in the market.

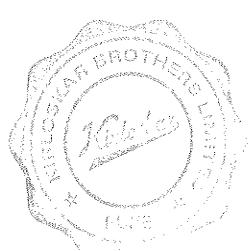
The disclosure or sharing of information as per the policy of Legitimate Purpose as a part fair disclosure is allowed. The Policy for Determination of Legitimate Purpose is annexed herewith as "**Annexure I**" and forms part of Code of Practice and Procedures For Fair Disclosure Of Unpublished Price Sensitive Information.

However, it need not be concluded that the persons connected to the Company are barred from possessing, buying and selling its securities. They are permitted to deal in the securities of the Company under the permitted conditions, provided they make adequate disclosures about the transaction to the regulatory authorities and the exchanges on which the shares of the Company are listed.

It is the responsibility of each of the Directors, Key Managerial Personnel, Designated Persons to ensure compliance with this Code by themselves and their immediate relatives.

Accordingly, this Code has been framed with a view to achieve:

- Prompt public disclosure of unpublished price sensitive information (UPSI);
- Uniform and universal dissemination of UPSI;
- Handling of UPSI on a need-to-know basis;
- Reporting of trading by an insider;
- Prohibition of unlawful acts of Insider Trading as contemplated under the Regulations.
- Adoption of appropriate mechanism and procedures to enforce the Code;
- To abide by the Code and disclosure / reporting procedures as specified herein;





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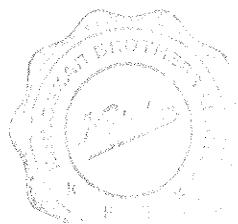
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- To initiate appropriate actions against persons involved in Insider Trading in contravention of this Code;
- To appropriately communicate the existence of this Code across the organization.

Definitions:

The definitions of some of the terms used in the Code are given below. Other terms not defined herein shall have the meaning assigned to them under the Regulations and other related rules and guidelines or acts, as amended from time to time.

- a. "Auditors" means Statutory Auditors, Cost Auditors, Secretarial Auditors of the Company and any other audit or consulting firm appointed to report the Board about any process or compliance by the Company.
- b. "Board / Directors" means the Board of Directors of Kirloskar Brothers Limited (KBL) and shall include any Committee thereof.
- c. "Chief Investor Relation Officer" means Compliance Officer of the Company or any other senior officer designated to deal with dissemination of information and disclosure of unpublished price sensitive information.
- d. "Company / KBL" means Kirloskar Brothers Limited and includes its successors, assigns.
- e. "Compliance Officer" means Company Secretary or any employee designated as such by the Board.
- f. "Connected person" means:
 - (i) any person who is or has been during the six months prior to the concerned act, associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship whether temporary or permanent, with the Company, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to have such access.





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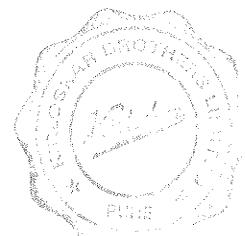
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(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established-

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

g. "Designated Person" shall mean and consist of the following:

- i. Promoters of the Company,





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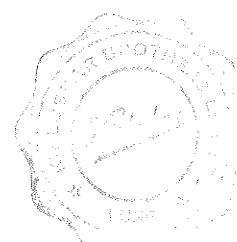
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- ii. Directors of the Company,
- iii. All KMPs and employees two levels below the Board level, CEO or Functional head of intermediary or fiduciary,
- iv. Employees of the Company, who on the basis of their functional role would have access to unpublished price sensitive information,
- v. Employees of material subsidiaries designated on the basis of their functional role or who have access to the unpublished price sensitive information of the Company as determined by the Board of directors of the material subsidiaries,
- vi. All supporting staff of the company in finance and secretarial department and such other staff of the company who are expected to have access to Unpublished Price Sensitive Information;
- vii. Immediate Relatives of the above Designated Persons.

h. "Fiduciaries" means the designated persons including professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc. assisting or advising listed companies. Even entities that normally operate outside the capital market may handle unpublished price sensitive information. They shall be collectively referred to as fiduciaries for the purpose of these regulations.

i. "Immediate Relative" shall include:

A spouse of a person and includes parent, sibling and children 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.





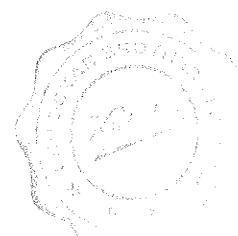
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This shall also mean "Relative" as defined in Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of definitions details) Rules, 2014, as may be amended from time to time and shall include the following:

- i. Members of a Hindu undivided family; or
- ii. Spouse; or
- iii. The one is related to the other as;
 - a. Father (including step-father);
 - b. Mother (including step-mother);
 - c. Son (including step-son);
 - d. Son's Wife;
 - e. Daughter (including step-daughter);
 - f. Daughter' husband
 - g. Brother (including step-brother);
 - h. Sister (including step-sister);
- j. "Insider" means any person who,
 - i. is a connected person; or
 - ii. is in possession of or having access to unpublished price sensitive information.
- k. "Intermediaries" shall mean and include any entity or individual who is in association of the Company for performing his legitimate duties under any contractual or statutory obligation and includes; partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, etc., who can have access to UPSI.
- l. "Investigating Person" means Compliance Officer or any other person, not being a firm, body corporate or an association of persons, having experience in dealing with the problems relating to the securities market, to be appointed by the Board.
- m. "Key Managerial Personnel" shall include:
 - i. Managing Director / The Chief Executive Officer or Whole Time Director;
 - ii. Manager;
 - iii. Company Secretary;
 - iv. Chief Financial Officer;
 - v. Officer/s as may be designated as such;



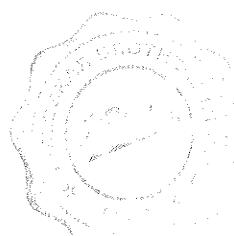


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- n. "Open Offer" means an offer made by the acquirer to the shareholders of the Company inviting them to tender their shares in the Company at a particular price.
- o. "Promoter" and "Promoter Group" shall have the meanings assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- p. "Regulations" means the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment thereto.
- q. "Securities" means any of the following instruments issued or to be issued or created or to be created, for the benefit of the Company:
 - i. shares, bonds, debentures, derivatives or other marketable securities of like nature of KBL;
 - ii. Such other instruments as may be declared by the Central Government to be securities;
 - iii. Rights or interests in the above; and
 - iv. Any other instrument as defined under the Securities Contracts (Regulation) Act, 1956 or any modification thereto.
- r. "Trading" shall mean and include subscribing, redeeming, switching, buying, selling, dealing or agreeing to subscribe, redeem, switch, buy, sell or deal in any securities of the Company, and "trade" shall be construed accordingly.
- s. "Trading Window" shall mean a trading period for trading in the Company's securities by the Designated Persons or their relatives.
- t. "Unpublished price sensitive information (UPSI)" means any information which relates to the following matters or is of concern, directly or indirectly, to the Company, and is not generally known to public or published by the Company, but which if published or known, is likely to materially affect the price of Securities of the Company. The following shall be deemed to be UPSI, including but not restricted to, information relating to the following:
 - i. Periodical financial results of the Company (quarterly, half-yearly and annual).
 - ii. Intended declarations of dividend (interim and final).



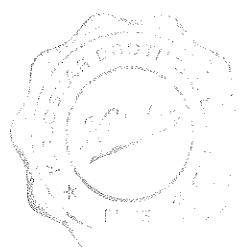


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- iii. Change in capital structure.
- iv. Issue of securities or buy-back of securities, (**delistings).
- v. Any major expansion plans or execution of new projects, (**award or termination of order/contracts not in the normal course of business and such other transactions).
- vi. Amalgamation, mergers, (**de-mergers, acquisitions) or takeovers.
- vii. Change in Key Managerial Personnel (**other than due to superannuation or end of term, and resignation of a Statutory Auditors or Secretarial Auditors.)
- viii. Disposal of the Company's business.
- ix. Any significant changes in policies, plans or operations of the Company.
- x. **Change in rating(s), other than ESG rating(s).
- xi. **Fund raising proposed to be undertaken.
- xii. **Agreements, by whatever name called, which may impact the management or control of the Company.
- xiii. **Fraud or defaults by the Company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the Company, whether occurred within India or abroad.
- xiv. **Resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions.
- xv. **Admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016.





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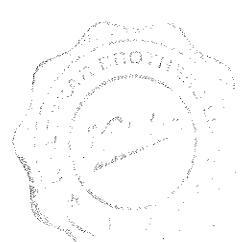
- xvi. **Initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report.
- xvii. **Action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, promoter or subsidiary, in relation to the Company.
- xviii. **Outcome of any litigation(s) or dispute(s) which may have an impact on the Company.
- xix. **Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the Company not in the normal course of business.
- xx. **Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

****Explanation 1- For the purpose of sub-clause (xiii):**

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

****Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall be applicable.**

Note: ** These amendments / changes shall be effective from June 10, 2025.





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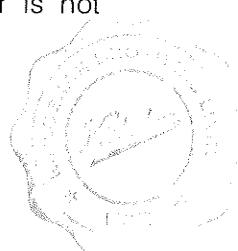
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- u. "Trading Day" shall mean the working day when the regular trading of securities is permitted on the recognized stock exchanges where securities of the Company are listed.

Compliance Officer and his/her Responsibilities:

1. The Compliance Officer of the Company with regard to the Code shall report to the Chairman and Managing Director / Executive Director. The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules, pre-clearing the transactions, monitoring the trades and ensure implementation of the Code and compliance, under the overall supervision of the Board.
2. The Compliance Officer shall maintain the list of securities issued or that may be issued as a "restricted list" which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
3. Prior to approving or rejecting 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.
4. The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of the Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve, with or without modifications and monitor the implementation of the plan.
5. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities of the Company are listed.
6. The Compliance Officer shall oversee price sensitive information / corporate disclosure as and when required to the stock exchanges, analysts, shareholders and media and shall educate the staff on the disclosure policy and procedure.
7. The Compliance Officer shall maintain a structured database containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons or entities, as the case may be, with whom the information is shared under this code along with their PAN or any other identifier authorized by law where Permanent Account Number is not





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available, from time to time, in consultation with the Chairman and Managing Director. Such database shall not be outsourced and shall be maintained internally with additional internal controls and checks such as time-stamping and audit trails to ensure non tampering of the database.

[**The entries of information, not emanating from within the Company, in structured digital database may be done not later than 2 calendar days from the receipt of such information.]

Note: ** These amendments / changes shall be effective from June 10, 2025.

8. The Compliance officer shall ensure that all the disclosures under this Code shall be maintained for a minimum period of 5 years.
9. The Compliance Officer shall assist all the employees in addressing any clarifications regarding this Code.

Unpublished Price Sensitive Information:

10. All Unpublished Price Sensitive Information (UPSI) shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of his / her legal obligations.
11. No designated person shall communicate, provide or allow access to any Unpublished Price Sensitive Information, relating to a Company or securities listed on the stock exchange to any person including other insider except where such communication is in furtherance of legitimate purpose, performance of duties or discharge of legal obligations.
12. No person shall procure from or cause the communication by any designated person of unpublished price sensitive information, relating to the Company, securities listed, except in furtherance of legitimate purpose, performance of duties or discharge of legal obligations.
13. When a person who has traded in securities has been in possession of Unpublished Price Sensitive Information, his trade would be presumed to have been motivated by the knowledge and awareness of such information in his possession unless such person proves his innocence as per the provisions of the Regulation.





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14. Price sensitive information shall be handled on a “need to know” basis i.e. shall be disclosed within the Company for discharging the duties.

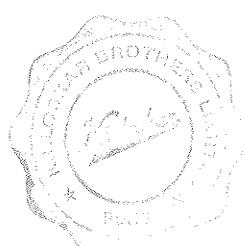
Notwithstanding anything contained in this Code, an Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

- (i) entail an obligation to make an open offer under SEBI's takeover regulations where the board of directors of the Company is of informed opinion that the proposed transaction is in the best interests of the company;
- (ii) not attract the obligation to make an open offer under SEBI's takeover regulations but where the board of directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine.

15. All the concerned intermediaries and parties who are in association with the Company due to commercial or statutory obligations, such as agents, vendors, customers, auditors, legal consultants or consultants, etc., and are expected to have access to Unpublished Price Sensitive Information, shall execute an agreement to contract confidentiality and non-disclosure obligation on the part of such parties and such parties shall keep information so received confidential, except as allowed under the regulation and the provisions of the Code and shall not otherwise trade in securities of the Company when in possession of Unpublished Price Sensitive Information.

Insider Trading:

16. No insider shall trade in securities of the Company when in possession of UPSI except as provided under this Code or Regulation.
17. All security procedures for handling the files containing confidential information shall be followed for prevention of misuse of price sensitive information.
18. When a person who has traded in the securities of the Company has been in possession of UPSI, his trade would be presumed to have been motivated by the knowledge and awareness of such information in his possession.





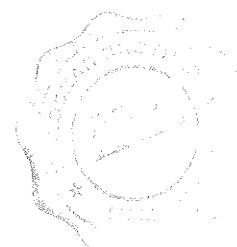
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Trading Window:

19. The Compliance Officer shall announce the closure of Trading Window from time to time and communicate the same to the concerned. The Trading Window shall be closed when the Compliance Officer determines that an insider / Designated Person or a class of Designated Persons can reasonably be expected to have access or possession of Unpublished Price Sensitive Information. The dealing in securities of the Company by the Insiders / Designated Persons and their relatives are prohibited during such period.
20. The Trading Window shall also be closed from the end of every calendar quarter and shall be opened 48 hours after the declaration of financial results.
21. When the Trading Window is closed, Insiders / the Designated Persons and their relatives shall not deal in the securities of the Company.
22. The window restrictions shall not apply in respect of:
 - a. the transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable Regulations.
 - b. The trades executed pursuant to a trading plan set up in accordance with Code and the Regulations.
 - c. Transactions specified in clauses (i) to (iii) of the proviso to sub-regulation (1) of regulation 4 and in respect of a pledge of shares for a *bona fide* purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by SEBI;
 - d. transactions which are undertaken in accordance with respective regulations made by the SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the SEBI from time to time.





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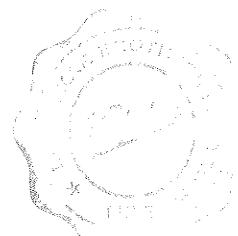
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Pre-Clearance of Trade:

23. All Insiders / Designated Persons, who intend to deal in the securities of the Company, during the Trading Window open period, should obtain a pre-clearance of such transaction, if the value of the proposed transaction is above Rs. 50,000/-.
24. An application may be made in the prescribed form in **Annexure II** to the Compliance Officer indicating the estimated numbers of securities to be dealt in. All other details as prescribed in the form shall also be provided with an undertaking as prescribed in **Annexure III**.
25. All Insiders / Designated Persons, and connected persons or their dependent shall execute their order in respect of the securities of the Company within 7 (seven) days after the approval of pre-clearance is given; else make a fresh application for pre-clearance.
26. All Insiders / Designated Persons and other connected persons who buy or sell any securities of the Company shall not execute a contra trade / transaction in securities, including derivate transactions in the securities of the Company, during next 6 (six) months following the prior transaction.
27. In case the sale of securities is necessitated by personal emergency, the holding period as aforesaid, may be waived by the Compliance Officer, in consultation with the Chairman and Managing Director, after recording in writing his/her reasons in this regard and ensuring that such relaxation does not violate the requirements under the Code or regulation.
28. Should a contra trade / transaction be executed, inadvertently or otherwise, in violation of the above restrictions, the profits from such trade shall be liable to be disgorged for the remittance to SEBI for credit to investor Protection and Education Fund administered by it.

Trading Plan:

29. An insider shall be entitled to formulate a trading plan 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.





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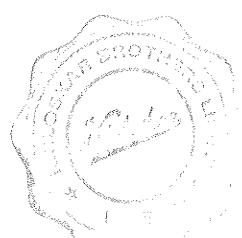
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30. Such trading plan shall not allow the commencement of trading on behalf of an insider earlier than one hundred and twenty calendar days from the public disclosure of the trading plan.
31. No two trading plans shall overlap each other.
32. Such trading plan shall set out following parameters for each trade to be executed:
 - (i) either the value of trade to be effected or the number of securities to be traded;
 - (ii) nature of the trade;
 - (iii) either specific date or time period not exceeding five consecutive trading days;
 - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - A. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - B. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation:

- (i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.
- (ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.
- (iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

33. The trading plan shall not be used for market abuse.
34. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the





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securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

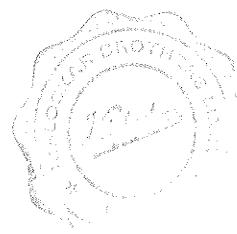
Provided further that if the Insider has set a price limit for a trade under sub-clause (iv) of clause 32, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the Insider, the trade shall not be executed.

Explanation: In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- i. The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
- ii. Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
- iii. The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
- iv. In case the Audit Committee does not accept the submissions made by the Insider, then the compliance officer shall take action as per the Code of Conduct.

35. The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

36. No information shall be passed by Insider / Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.





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Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

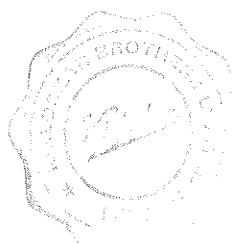
The following guidelines shall be followed while dealing with analysts, media persons and institutional investors –

- Only public information to be provided.
- At least two Company representatives must be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

37. Pre – clearance approval is not required in case of dealing under trading plan as above.

Institution of mechanism for prevention of insider trading:

38. There shall be in place an adequate and effective system of internal controls to ensure compliance with the requirements given in the regulation for preventing insider trading;
39. All designated employees of the company and the intermediaries, having access to unpublished price sensitive information, are identified;
40. All unpublished price sensitive information shall be identified, and its confidentiality shall be maintained;
41. Adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information;
42. The list of all designated employees with whom unpublished price sensitive information is shared and adequate disclosure are obtained;





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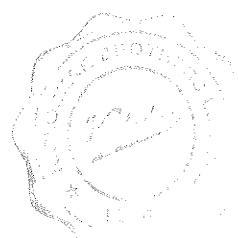
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43. The control system shall be reviewed by the Audit Committee at least once in a year;
44. All employees of the company shall be informed about the mechanism of disclosing such leakage or suspected leakage of unpublished price sensitive information through "whistle Blower Policy" at appropriate forum as mentioned therein.

Disclosures and Reporting of Transactions:

45. Every person on appointment as a key managerial personnel or designated employee or a director of the company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter in **Annexure IV**.
46. Every promoter and member of the promoter group, Designated Person and director of the Company shall disclose to the company 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 ten lakh rupees or 1% of the paid up capital whichever is low, in **Annexure V**.
47. The Company shall notify the particulars of such trading to the stock exchanges on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.
48. Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:
 - a) immediate relatives;
 - b) persons with whom such Designated Person(s) shares a material financial relationship;
 - c) Phone, mobile and cell numbers which are used by them.

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis.





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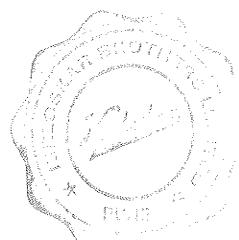
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The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.

49. The Company at its discretion may require any other Connected Person or class of Connected Persons to make disclosure of holdings and trading in securities of the Company in such form and at such frequency as may be deemed fit in order to monitor compliance with the Regulations.

Investigation of violation of the Code and leakage of Unpublished Price Sensitive Information:

50. The Compliance Officer shall have power to investigate suspected contravention of this Code and leak or suspected leak of Information and submit a report on his findings to Chairman and Managing Director / Executive Director within 7 days of commencement of investigation or such extended time period as the Chairman and/or Managing Director may approve.
51. Based on the report of the Compliance Officer, the Chairman and Managing Director / Executive Director shall be entitled to appoint any person to further investigate a suspected contravention as above.
52. The Chairman and Managing Director / Executive Director shall have the power to delegate to the person so appointed all the powers including powers to call for information, examination, interrogation, recording evidence, etc.
53. In any investigation of suspected contravention as above, the onus to prove that there is no violation of this Code or leakage or suspected leakage of Unpublished Price Sensitive Information, shall be on the concerned Insiders.
54. The Company's investigating officer shall, within 7 working days from the conclusion of the investigation, submit a report to the Chairman and/or Managing / Executive Director.





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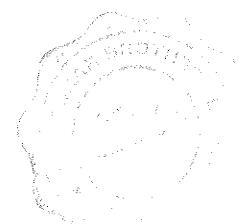
55. The Chairman and Managing Director / Executive Director after consideration of the investigation report shall communicate the findings to the insider or any other person, being investigated and shall take any action as contemplated in this Code.

Penalty for Contravention:

56. Any insider or designated person found guilty in investigation, who traded in securities or communicated / counsel any information for trading or instrumental in leakage or suspected leakage of unpublished price sensitive information in contravention of this Code shall be penalized and appropriate action such as salary freeze, suspension or fine etc., as may be determined by the Chairman and Managing Director/ Executive Director of the Company.
57. Any insider/ designated person found guilty in investigation, who violated the Code, shall also be subject to further disciplinary action.
58. The Compliance Officer under the authority of the Board may inform such violations to the stock exchanges where the securities of the Company are listed in the format prescribed by SEBI.
59. The above actions by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

Principles and Practices of Fair Disclosure:

60. A Code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:
 - 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.
 - Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
 - Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.





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- Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- 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.
- Handling of all unpublished price sensitive information on a need-to-know basis.

Review/ Amendment of the Code:

The Code is subject to review by the Board or its committee of the Company, at least once in two years.

The Company reserves its right to amend or modify the Code in whole or in part, at any time, when it deems appropriate, to suit the requirements under the applicable SEBI Regulations or other laws.

In the event of any conflict between the provisions of this Code and of the SEBI Regulations or any other statutory enactments, rules, the provisions of such regulations, enactments or rules shall prevail over this Code.

The Code has been amended lastly as per approval of the Board of Directors at its meeting held on May 14, 2025.

For Kirloskar Brothers Limited

Sanjay C. Kirloskar
Chairman and Managing Director
Pune, May 14, 2025





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Annexure I

Policy for Determination of "Legitimate Purpose" as a part of Fair Disclosure and Conduct under the SEBI (Prohibition of Insider Trading) Regulations, 2015

1. "Legitimate Purpose" shall mean communicating, providing, sharing or allowing access to UPSI in the ordinary course of business or on a need-to-know basis, when transacting the business of the Company in pursuance of its objectives or in pursuit of its interest. It should be satisfied that accessing UPSI shall be relevant to the purported transaction.
2. For the purpose of illustration, the Legitimate Purpose shall include sharing of UPSI in the ordinary course of business by an insider with business partners and associates generally known as stakeholders/intermediaries such as with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, etc. as the case may be, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
3. Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
4. All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The code of conduct shall contain norms for appropriate Chinese Wall procedures and processes for permitting any designated person to "cross the wall".
5. When a person who has traded in the securities of the Company has been in possession of UPSI, his trade would be presumed to have been motivated by the knowledge and awareness of such information in his possession unless such person proves his innocence as per the provisions of the Regulation.
6. Notwithstanding anything contained in this Code, an Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:





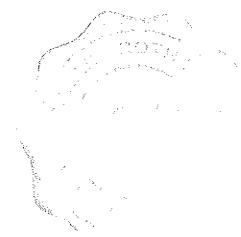
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- (i) entail an obligation to make an open offer under SEBI's takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the company;
- (ii) not attract the obligation to make an open offer under SEBI's takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

7. The intermediaries, with whom the UPSI will be shared as above, will be required to apply and confirm the minimum standards set out in Schedule C to the Regulations, without diluting the provisions of the Regulations in any manner.
8. All the concerned intermediaries and parties who are in association with the Company due to commercial or statutory obligations, such as agents, vendors, customers, auditors, legal consultants or consultants, etc. and are expected to have access to UPSI, shall execute an agreement to contract confidentiality and non-disclosure obligation on the part of such parties and such parties shall keep information so received confidential, except as allowed under the regulation and the provisions of this Policy and shall not otherwise trade in securities of the Company when in possession of UPSI.
9. The intermediaries, with whom the UPSI will be shared as above, shall ensure that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations. A declaration to this effect will be submitted to the Company as and when required by it.





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ANNEXURE II

PRE-CLEARANCE FORM PURSUANT TO **REGULATION 24** OF THE CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING IN SECURITIES OF KIRLOSKAR BROTHERS LIMITED

Date:

To,

The Compliance Officer,
Kirloskar Brothers Limited,
Pune

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's '**Code of Conduct To Regulate, Monitor And Report Trading By Insiders**', I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

1	Name of the applicant	
2	Designation	
3	Number of securities held as on date	
4	Folio No. / DP ID / Client ID No.)	
5	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6	Proposed date of dealing in securities	
7	Estimated number of securities proposed to be acquired/subscribed/sold	
8	Price at which the transaction is proposed	
9	Current market price (as on date of application)	
10	Whether the proposed transaction will be through stock exchange or off-market deal	
11	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Name of the employee)





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ANNEXURE III

UNDERTAKING PURSUANT TO **REGULATION 24** OF THE CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING IN SECURITIES OF KIRLOSKAR BROTHERS LIMITED

UNDERTAKING

To,

Kirloskar Brothers Limited,

Pune,

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

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, 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 dealing 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 four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

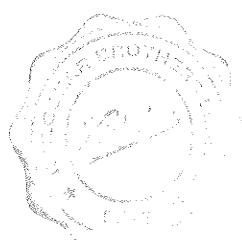
I declare that I have made full and true disclosure in the matter.

Date :

Signature : _____

Name:

* Indicate number of shares





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FORMAT FOR PRE- CLEARANCE ORDER

To,

Name : _____

Designation : _____

Place : _____

This is to inform you that your request for dealing in _____ (nos) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
for **Kirloskar Brothers limited**

Compliance Officer

Encl.: Disclosure Format





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FORMAT FOR DISCLOSURE OF TRANSACTIONS

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

To,
The Compliance Officer,
Kirloskar Brothers Limited,
Pune

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on _____ (date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

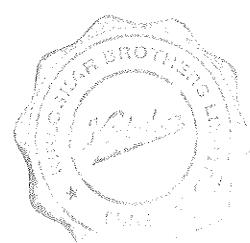
I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(applicable in case of purchase / subscription)*.

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

Date : _____ Signature : _____

Name :

Designation:





ANNEXURE IV

**DISCLOSURE ON BECOMING A KEY MANAGERIAL PERSONNEL/DIRECTOR/PROMOTER/ MEMBER
OF THE PROMOTER GROUP**

[Pursuant to Regulation 7 (1) (b) read with Regulation 6(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015]

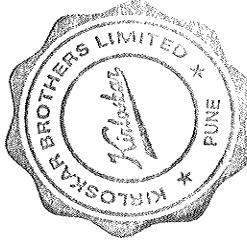
The Compliance Officer,
Kirloskar Brothers Limited, Pune.

ISIN: INE732A01036

Details of Securities held on appointment of Key Managerial Personnel (KMP)/Designated Person or Director or upon becoming a Promoter or member of the Promoter Group of the Company and immediate relatives of such persons and by other such persons as mentioned in Regulation 45 of 'Code Of Conduct To Regulate, Monitor And Report Trading By Insiders'

Name, PAN, CIN / DIN & Address with contact nos.	Category of Person (KMP / Designated Person/ Directors/ Promoter / member of Promoter Group/ immediate relative to/others etc.)	Date of appointment of Director /KMP/ Designated Person OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of becoming Promoter / member of the promoter group/appointment of Director/KMP/Designated Person	% of Shareholding
			Type of securities (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	
1	2	3	4	5
				6

Note: "Securities" shall have the meaning as defined under clause 'q' of 'Code of Conduct To Regulate, Monitor And Report Trading By Designated Persons' of Kirloskar Brothers Limited.



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Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or Designated Person upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP/ Designated Person or upon becoming Promoter/member of the promoter group			
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Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9		10	11
					12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

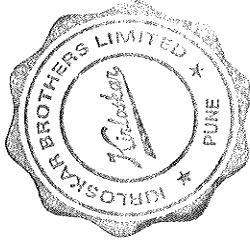
Please refer Company's 'Code of Conduct To Regulate, Monitor And Report Trading By Insiders' for the definition of "Immediate Relative" and "Relative".

Name & Signature:

Designation:

Date:

Place:





ANNEXURE V

Continual Disclosure

[Pursuant to Regulation 7(2) read with Regulation 6(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015]

To,
Compliance officer,

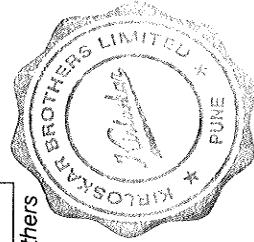
Kirloskar Brothers Limited, Pune

ISIN – INE732A01036

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 46 of 'Code of Conduct to Regulate, Monitor and Report Trading by Insiders'.

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person Promoter/ member of the promoter group /KMP / Designated person/ 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/ disposal 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.)	Exchange on which the trade was executed
				No. and % of shareholding (For eg.— Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. Value				
1.	2.	3.	4.	5.	6.	7.	8.	9.	10.
									11.
									12.
									13.
									14.
									15.

Note: (i) "Securities" shall have the meaning as defined under clause 'q' of 'Code of Conduct to Regulate, Monitor And Report Trading By Designated Persons of Kirloskar Brothers Limited. (ii) Value of transaction excludes taxes/brokerage/any other charges.



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Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)

Type of Contract	Contract Specifications	Buy		Sell		Exchange on which the trade was executed
		Notional Value	Number of units (contract * lot size)	Notional Value	Number of units (contract * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name

Signature:

Place:

