

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

FOR KAY JAY FORGINGS LIMITED

CIN: U74899DL1983PLC029298

Registered Office: A-8, Maya Puri Industrial Area Phase-1, New Delhi- 110 064 Delhi, India.

I. INTRODUCTION

- 1.1 The Securities and Exchange Board of India (“SEBI”), for protection of investors and to regulate the securities market, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**The Regulations**”) under the powers conferred on it under the SEBI Act, 1992. The Regulations come into force w.e.f. 15 May 2015, and the same is applicable on to all companies whose shares are listed on Indian stock exchanges.
- 1.2 Regulation mandate every listed company to formulate, code of conduct to regulate, monitor and report trading by its designated persons and Immediate Relatives of designated persons towards achieving compliance with these regulations, adopting the minimum standards set out in schedule B to The Regulations.
- 1.3 Accordingly, the Board of Kay Jay Forgings Limited (“**Company**”) has adopted the Code at its meeting held on **August 18, 2025**, which can be amended from time to time and shall come into effect from the date of listing of the Equity Shares of the Company.

II. OBJECTIVE

In order to comply with the mandatory requirement of The Regulations and to prevent trading by insiders, it was necessary to formulate a specific Code of Conduct to preserve the confidentiality and prevent the misuse of Unpublished Price Sensitive Information for use by the Company’s Directors, Designated Persons and Immediate Relatives of Designated Persons.

This policy consolidate the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices (“**Code**”) adopted by the Company and to be followed by their Directors, Designated Persons and Immediate Relatives of Designated Persons. The Code is based on the principle that Directors and Designated Persons of the Company owe a fiduciary duty to, amongst others, the shareholders/debenture holders of the Company to place the interest of shareholders/debenture holders above their own and conduct their personal Securities transactions in a manner that does not give rise to any conflict of interest. The Code is also intended to serve as a guiding charter for all Connected Persons associated with the functioning of listed companies and their trading in Securities of such companies. Further, the Code also seeks to ensure timely and adequate disclosure of Unpublished Price Sensitive Information to the investor community by the Company to enable them to take informed investment decisions with regard to its Securities. The provisions of this Code have to be read along with The Regulations and if there is any inconsistency / contradiction between the two, the provisions of The Regulations shall prevail.

III. DEFINITION

- 3.1 Unless the context otherwise requires, the following words, expression and derivations shall have the meaning assigned to them as under:
 - a. “**Act**” means the Securities and Exchange Board of India Act, 1992 as amended from time to time;
 - b. “**Board**” means Securities and Exchange Board of India;
 - c. “**Code**” means this Code of Conduct to regulate, monitor and report trading by Insiders in securities of the Company as amended from time to time;
 - d. “**Compliance Officer**” means Company Secretary of the Company or such other senior officer as may be appointed by the Board of Directors of the Company under Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, who shall be 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 specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;

e. “Connected person” as defined under Regulation 2 (d) of The Regulations 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, 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:
 - i) a relative of connected persons specified in clause (i); or
 - ii) a holding company or associate company or subsidiary company; or
 - iii) an intermediary as specified in section 12 of the Act an employee or director thereof; or
 - iv) an investment company, trustee company, asset management company or an employee or director thereof; or
 - v) an official of a stock exchange or of clearing house or corporation; or
 - vi) 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
 - vii) 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
 - viii) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - ix) a banker of the company; or
 - x) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten percent. of the holding or interest; or
 - xi) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
 - xii) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);

NOTE: It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of Unpublished Price Sensitive Information. Immediate relatives and other categories of persons specified above are also presumed to be connected persons, but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may seemingly not occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations. It

is intended to bring within its ambit those who would have access to or could access Unpublished Price Sensitive Information about any company or class of companies by virtue of any connection that would put them in possession of Unpublished Price Sensitive Information.

f. “Dealing in Securities” means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent;

g. “Designated Person(s)”, means:

- i. Promoters of the Company;
- ii. Directors of the Company and its subsidiaries, if any;
- iii. Key Managerial Personnel of the company;
- iv. Auditors of the Company;
- v. Secretaries / Executive Assistants/ Personal Assistants of CEO, Managing Director, Whole Time Director, Chief Financial Officer (CFO), Presidents, Vice Presidents;
- vi. Chief executive officer and all employees up to two levels below of chief executive officer of the Company and its material subsidiaries, if any, irrespective of their functional role in the Company;
- vii. All departmental heads of the Company;
- viii. Employees of other departments/divisions on a case-to-case basis, who could be reasonably expected to have access to UPSI(s) relating to the Company, to be decided by the chairman/managing director/ compliance officer/chief financial officer, on a case-to-case basis;
- ix. Employees of material subsidiaries of the Company designated on the basis of their functional role or access to UPSI in the organisation by their Board of Directors;
- x. Any support staff of the Company, such as IT staff or secretarial staff Legal Staff, Finance Staff, Strategy Staff who have access to UPSI;
- xi. Such other persons as may be identified by the Compliance Officer; and
- xii. Immediate Relatives of persons specified in (i) to (v) above.

Any other Person designated by the Company on the basis of their functional role and such function would provide access to UPSI;

h. "Dealing in securities" means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any person either as principal or agent;

i. “Director” ” means a member of the Board of Directors of the Company;

j. “Generally Available Information” means information that is accessible to the public on a non-discriminatory basis, such as information published on websites of stock exchanges;

k. “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;

l. “Informant” means an individual(s), who voluntarily submits to the SEBI a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about

to occur, in a manner provided under SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward;

m. “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 a “legitimate purpose” shall also be considered an “insider” for purposes of these regulations;

n. “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;

o. “Need to Know Basis” means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information;

p. ‘Pre-Clearance of Trade’ means prior approval for trading/ dealing in the Securities of the Company;

q. “Promoter” 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;

r. “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. “Relative” shall mean the following:

- (i) spouse of the person;
- (ii) parent of the person and parent of its spouse;
- (iii) sibling of the person and sibling of its spouse;
- (iv) child of the person and child of its spouse;
- (v) spouse of the person listed at sub-clause (iii); and
- (vi) spouse of the person listed at sub-clause (iv)

t. “Securities” shall mean to include shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of like nature in or of any incorporated company or other body corporate and include derivatives;

u. “Stock Exchange” shall mean the BSE Limited, National Stock Exchange of India and any other stock exchange, which is recognized by the Central Government or SEBI under the Securities Contracts (Regulation) Act, 1956 and any amendments thereto;

v. “Takeover Regulations” means SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

- w. **“Trading Day”** means a day on which the recognized stock exchanges are open for trading;
- x. **“Trading” or “Trading in Securities”** means and includes an act of subscribing to, buying, selling, dealing, pledging or agreeing to subscribe to, buy, sell or deal in any Securities of the Company and “trade” shall be construed accordingly;
- y. **“Unpublished Price Sensitive Information” or “UPSI”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
 - i. financial results;
 - ii. dividends (both interim and final);
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - v. changes in key managerial personnel; and
 - vi. any person in receipt of Unpublished Price Sensitive Information pursuant to a "legitimate purpose" shall also be considered an "insider" for purposes of these regulations;
- z. **“Trading Window”** refers to the period during which the Company’s securities can be traded by the Designated Person as provided in this Code ; and
- aa. **“PIT Regulations”** means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, or the Companies Act, 2013 and any other rules and regulations as drafted by SEBI from time to time be made shall have the meanings respectively assigned to them in those legislation.

In this Code, words importing masculine shall include feminine and words importing singular shall include plural or vice versa.

IV. DUTIES OF COMPLIANCE OFFICER

- 4.1** The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for preservation of Unpublished Price Sensitive Information, preclearing of trades by Designated Persons, monitoring of trades and the implementation of the code under the overall supervision of the Board of Directors of the Company.
- 4.2** The Compliance Officer shall act as a focal point for dealings with SEBI, in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.
- 4.3** He shall inform all stock exchanges on which the securities of the Company are listed, the information received under as required and disclose to the extent, as required under rules and regulations promulgated by the SEBI or the stock exchanges.

- 4.4 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Designated Persons for a minimum period of five years.
- 4.5 The Compliance officer may in consultation with the co - chairman / managing director and shall as directed by the Board, specify “Prohibited Period” from time to time and immediately makes an announcement thereof and shall maintain a record of “Prohibited Period” specified from time to time.
- 4.6 He shall place details of the dealing in the securities by Designated Persons before the managing director/chief executive officer on quarterly basis and the accompanying documents that such persons had executed under the pre- dealing procedure as mentioned in this Policy.
- 4.7 The Compliance Officer shall place report on insider trading to the Board of Directors for the purpose of the Code and in particular, shall provide reports to the Chairman of the Audit Committee and to the Chairman of the Board annually or at such frequency as may be stipulated by the board of directors.
- 4.8 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulation and Company’s Code of Conduct.
- 4.9 The Compliance Officer shall ensure on behalf of the Board of Directors that a Structured Digital Database (SDD) is maintained in accordance with Regulation 3(6) of the Regulations containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons with whom information is shared under the SEBI (Prohibition of Insider Trading) Regulations, 2015, along with the Permanent Account Number (“PAN”) or any other identifier authorized by law where PAN is not available and to ensure that adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

V. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- 5.1 All price sensitive 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 the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- 5.2 Any person in receipt of Unpublished Price Sensitive Information pursuant to “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.
- 5.3 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.
- 5.4 Notwithstanding contained in 4.1, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - a. entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that sharing of such information is in the best interests of the company.

- b. not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that sharing of such information 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 to be adequate and fair to cover all relevant and material facts.

VI. PROHIBITIONS ON TRADING OF SECURITIES

No insider, either on his own behalf, or on behalf of any other person shall trade in the Securities of the Company when in possession of Unpublished Price Sensitive Information.

However, trading in following cases is allowed i.e., restriction mentioned above is not applicable in following cases:

- a. Transaction is an off-market inter-se transfer between insiders who were in possession of the same Unpublished Price Sensitive Information without breach of Regulation 3 of The Regulation mentioned herein and both parties had made a conscious and informed trade decision.

*Provided that such Unpublished Price Sensitive Information was not obtained under 4.4 of this Code and such off-market trades are required to be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed **within two trading days** from receipt of the disclosure or from becoming aware of such information.*

- b. Transaction was carried out through the block deal window mechanism between persons who were in possession of the Unpublished Price Sensitive Information without being in breach of regulation 3 of The Regulation and both parties had made a conscious and informed trade decision;

Provided that such Unpublished Price Sensitive Information was not obtained by either person under 4.4 of this Code.

- c. transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- d. the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- e. in the case of non-individual insiders: –
 - i. the individuals who were in possession of such Unpublished Price Sensitive Information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such Unpublished Price Sensitive Information when they took the decision to trade; and
 - ii. appropriate and adequate arrangements were in place to ensure that these regulations are not violated, and no Unpublished Price Sensitive Information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached.
- f. Trades is pursuant to Trading Plan made in accordance with Insider Regulation.

- g.** Pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer under clause 8 and compliance with the respective regulations.
- h.** Transactions undertaken in accordance to respective regulations made by 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.

VII. TRADING PLAN

The Regulations give an option to persons who may be perpetually in possession of UPSI, enabling them to trade in securities in a compliant manner. This enables the formulation of a Trading Plan by an Insider to enable him/her to plan for trades to be executed in future. By doing so, the Insider who is in possession of UPSI and who has formulated a Trading Plan approved by the Compliance Officer subsequently would not be prohibited from execution of such trades as per the trading plan approved by the Compliance Officer on such stand that he/she had pre- decided the trade even before such UPSI available to them.

- 7.1** 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.

a. Such trading plan shall: –

- i. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan.
- ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results.
- iii. entail trading for a period of not less than twelve months.
- iv. not entail overlap of any period for which another trading plan is already in existence.
- v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- vi. not entail trading in securities for market abuse.

- 7.2** 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 and monitor the implementation of the plan.

- 7.3** The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

- 7.4** Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the Securities are listed.

- 7.5** Trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

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 and in such event the compliance officer shall confirm that the commencement ought to be deferred until such Unpublished Price Sensitive Information becomes generally available information.

- 7.6 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

VIII. TRADING WINDOW

- 8.1 The trading period during which Company's securities can be traded is called **trading window**. The trading window shall be closed during the time the price sensitive information is un-published.
- 8.2 When the trading window is closed, the **Designated Persons** (including their Immediate Relatives) shall **not trade** in Company's securities in such period.
- 8.3 The trading window shall be, inter-alia **closed** at the time of:
- a. Declaration of **Financial results**
 - b. Declaration of dividends (interim and final)
 - c. Change in capital structure
 - d. Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business
 - e. Changes in key managerial personnel
 - f. Such other time as the **compliance officer determines** that a designated person or class of designated person is reasonably expected to have possession of Unpublished Price Sensitive Information.
- 8.4 The Compliance Officer shall also close the trading window when he / she determines that a **designated person** or class of designated persons can reasonably be **expected** to have possession of **Unpublished Price Sensitive Information**. Such closure shall be imposed in relation to such securities to which such Unpublished Price Sensitive Information relates.
- 8.5 The trading window shall be **opened 48 (Forty-Eight) hours** after the UPSI becomes generally available.
- The trading window shall also be applicable to any person having **contractual or fiduciary relation** with Company, such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising Company.
- 8.6 The Compliance Officer after taking into account various factors including the UPSI 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 **48 (Forty-Eight) hours** after the information becomes generally available.
- 8.7 However, subject to the SEBI Act, Rules, and Regulations, in case of **ESOP**, exercise of options shall be allowed during the period when the trading window is closed. However, sale of shares allotted on exercise of ESOP's shall not be allowed when the trading window is closed.

- 8.8 Creation of pledge** is allowed when trading window is closed. However, the pledgor or pledgee may demonstrate that the creation of pledge was bona fide and prove their innocence under proviso to sub-regulation (1) of regulation 4 of the Insider Regulation.
- 8.9** Designated persons and their Immediate Relatives may execute trades subject compliance with these Regulations. The trading window closure shall also be advised by the Compliance Officer when Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such Securities to which such UPSI relates.
- 8.10** The Compliance Officer shall ensure that 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 timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

IX. PRE-CLEARANCE OF TRADES

- 9.1** All Designated Persons who intend to trade in the **securities of Company** (either in their own name or in any immediate relative's name) i.e., buy or sell securities and if value of the securities likely to be traded, whether in one transaction or a series of transactions in calendar quarter, aggregates to a traded value in excess of **Rs. 10,00,000 (Rupees Ten Lakh Only)**, shall make an application for pre-clearance in the format set out in **Annexure A** to the Compliance Officer indicating the estimated number of units of securities that the designated person or Immediate Relative(s) intends to trade, the details as to the depository with which he / she has a security account, the details as to the securities in such depository mode and such other details as specified in the form and also declare that the applicant is not in possession of Unpublished Price Sensitive Information.

Provided that the pre-clearance is not applicable for subscription to the stock grants upon its vesting. However, for any subsequent sale of shares acquired under **ESOP scheme**, pre-clearance shall be applicable as per limits prescribed as above

- 9.2** No designated person shall apply for pre-clearance of any proposed trade, if such designated person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.
- 9.3** 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 UPSI. The Compliance Officer shall also determine whether any such declaration is reasonably capable of being rendered inaccurate.
- 9.4** All Designated Persons of Company and their Immediate Relatives shall execute their order in respect of securities of Company, **within 7 (seven) trading days** after the approval of pre-clearance is given. If the order is not executed **within 7 (seven) trading days** after the approval is given, the employee must obtain the pre-clearance for the transaction again.
- 9.5** Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

- 9.6** A Designated Person who is permitted to trade shall not execute a contra trade within a period of six (6) months following the prior transaction. Relaxation may be given from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these Regulations. In the event, any such contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be remitted to SEBI for credit to the Investor Protection and Education Fund administered under the Companies Act, 2013.

X. REPORTING REQUIREMENT

10.1 Initial Disclosure

Every person on appointment as a key managerial personnel 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.

10.2 Continual Disclosures

- a.** Every promoter, member of the promoter group, designated person and director of every 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 such other value as may be specified;
- b.** Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.
- c.** The above disclosures shall be made in such form and such manner as maybe specified by the Board from time to time.

XI. PENALTY FOR CONTRAVENTION OF THE CODE

- (i) Every designated employee shall be individually responsible for compliance with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her Immediate Relatives).
- (ii) Any Director/Designated Persons who trades in Securities or communicates any information for trading in Securities in contravention of the Code may be penalized and appropriate action may be taken by the Company.
- (iii) Directors/Designated Persons of the Company who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, claw back, etc. Any penalty amount collected under this clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act.
- (iv) The managing director shall upon receipt of the report as above and based on the finding contained therein be entitled to take action against the person found guilty for violation of this Code as he may in his absolute discretion deem fit including but not restricted to:

- a. Issue letter of warning stating that consequence of contravention / non- adherence would result in dismissal from services.
 - b. Any other suitable action, to facilitate the implementation of the spirit of the Code.
- (v) The action by the Company does not preclude SEBI from taking any action in case of violation of The Regulations.
- (vi) Under Section 15G of the SEBI Act, any Insider who indulges in insider trading is liable to a maximum penalty which shall not be less than ten lakh rupees but which may extend to twenty five crore rupees 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 Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to twenty five crore rupees or with both.
- (vii) Without prejudice to its rights under Section 24 of the SEBI Act, SEBI can also pass any or all of the following orders to an Insider found indulging in insider trading:
 - a. Directing him / her not to deal in the Company's Securities in any particular manner.
 - b. Prohibiting him/her from disposing of any of the Securities acquired in violation of The Regulations.
 - c. Restraining him/her from communicating or counselling any other person to deal in Company's Securities.
 - d. Declaring the transactions in Securities as null and void.
 - e. Directing the person who acquired Securities in violation of The Regulations, to deliver the Securities back to the seller or alternatively pay the seller the price as provided.
 - f. Directing him/her to transfer specified amount to Investor Protection and Education Fund administered by it.

XII. PROTECTION AGAINST REPORTING OF SUSPECTED OR ALLEGED VIOLATIONS

The Company will protect any employee, who is an Informant, against retaliation and victimization under the Code.

Where necessary, the Company shall inform stock exchanges, SEBI and any other applicable regulatory authority for any instances of violation of this Code or The Regulations which comes to the Company's knowledge. In addition to the action taken by the Company, the Designated Person or his/her Immediate Relatives who has violated the provisions of this Code shall provide any information required by and comply with any order passed by stock exchanges, SEBI or other regulatory authorities under any other applicable laws/rules/regulations

Employee who reports to SEBI about an alleged violation of insider trading laws in accordance with the mechanism introduced by SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

XIII. INFORMATION TO SEBI IN CASE OF VIOLATION

In case it is observed by the Company/Compliance Officer that there has been a violation of the SEBI PIT Regulations, 2015, SEBI shall be informed by the Company. Amendments to this code The Board reserves the right to amend this Code as and when it deems appropriate.

XIV. AMENDMENT TO THIS CODE

The Board of Directors (including Management Committee of the Board of Directors) is authorised to change/amend this Code from time to time at its sole discretion and/or in pursuance of any amendments made in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Date: August 18, 2025

Place: Ludhiana.

*Note: Approved in the meeting dated **August 18, 2025**.*

ANNEXURE-1
APPLICATION FOR PRE-TRADING APPROVAL

To,
The Compliance Officer,
Kay Jay Forgings Limited

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase / sell / subscribe _____ equity shares of the Company as per details given below:

1. Name of the applicant:
2. Designation / Nature of Relation with [●]:
3. Employee Pay Roll No.* (if applicable):
4. Nature of securities held: *Equity shares/ Debentures/ Other Securities
5. Number of securities held as on date :
6. Folio No. / DP ID / Client ID No:
7. The proposal is for:

(a) Purchase of securities

(b) Subscription to securities

(c) Sale of securities
8. Proposed date of trading in securities:
9. Estimated number of securities proposed to be purchased/subscribed/sold:
10. Current market price:
(As on date of application)
11. Whether the proposed transaction will be through stock exchange or off-market trade:
12. Folio No./DP ID/Client ID No. where the securities will be credited/debited.

I enclose herewith the Undertaking signed by me.

Signature: _____

Name:

Date:

*Strike whichever is not applicable

Undertaking to be submitted along with the Application for Pre-clearance

In relation to the above dealing, I undertake that:

- (a) I have no access to nor do I have any information that could be construed as “*Unpublished Price Sensitive Information*” as defined in the Code until the time of signing this undertaking;
- (b) In the event that I have access to or received any information that could be construed as “*Unpublished 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;
- (c) I have not contravened the provisions of the Code of conduct for prevention of insider trading as notified by the Company from time to time;
- (d) I have made full and true disclosure in the matter; and
- (e) I hereby declare that I shall execute my order in respect of securities of the Company within seven trading days from the date that approval of pre-clearance is given. If the order is not executed within seven trading days from the date of approval, I undertake to obtain pre-clearance for the transaction again.

Place:
Date:

Signature:
Name:

Pre-Clearance Order

With reference to your application dated _____, we inform you that your request for dealing in _____ (nos.) or _____ worth shares of the Company is approved. Please note that the said transaction must be completed on or before _____ (date) that is within seven trading day from today.

Date:

For [•]

Compliance Officer

Confirmation of Deal

To,

The Compliance Officer,
[•]

I confirm that the share dealing for which approval was granted on _____ was completed on _____ for purchasing/ selling _____ (nos.) shares of the Company.

Employee Name: _____

Designation : _____

Pay Roll No. : _____

(Signature)

Date:

**Application for Waiver of Minimum Holding Period
(For Designated Persons and their Dependents)**

To,

The Compliance Officer,
[•]

Through Division/ Department Head/ Managing Director/ Compliance Officer

Date: _____

Dear Sir/ Madam,

I request you to grant me waiver of the restriction mentioned in clause 9 of the Code of Conduct for prevention of insider trading with respect to _____ shares of the Company. I desire to deal in the said purchase/ sell the said shares on account of the following reasons:

Thanking you,
Yours faithfully,

(Name)
(Designation)
(Department)
(Employee PL No.)

APPROVAL GRANTED / REJECTED
FOR _____

Compliance Officer
Date:

1. *Reasons to be given, if rejected*

Statement of Holdings at the Time of Pre-clearance

Date:

To,

The Compliance Officer,
[•]

Details of shareholding of Designated Person:

Designation	Department	No. of Shares held as on date (date of application for pre-clearance)	Folio No. / DP ID / Client ID	Nature of dealing for which approval is sought	No. of shares / value of shares to be dealt

I/ We hereby declare that I/ we have not done any opposite transaction for the last six months without the approval of the Compliance Officer.

Signature_____

**Delete whichever is not applicable*