

# INSIDER TRADING - CODE OF CONDUCT

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# INSIDER TRADING - CODE OF CONDUCT

This Policy is only an internal code of conduct and one of the measures to avoid Insider Trading. It will be the responsibility of each person covered under the SEBI Insider Trading Regulation to ensure compliance of the SEBI Act, Guidelines and other related statutes.

## INSTRUCTIONS FOR DESIGNATED PERSONS

Do not engage in insider dealing:

- Trading in the Company's Securities when you have inside information or sharing it with others is illegal and can result in severe penalties. Never indulge in forward dealings in securities of the Company. Both these are prohibited activities.
- Never buy or sell any the Company's Securities if you have inside information.
- Never spread false information to manipulate the share price of the Company.
- Trading indirectly when in possession of inside information of the Company and/or its Securities, for example through family members or others, or providing 'tips' is also prohibited.
- Follow the same principles in relation to inside information of Company's subsidiary(s) or Associate Companies.
- Note: In case has/have any doubt(s), check with Secretarial Department.

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# 1. Preliminary and Restrictions on Insider Trading

## 1.1 BACKGROUND

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") seek to govern the conduct of insiders, connected persons and persons who are deemed to be connected persons on matters relating to Insider Trading.

Insider Trading involves trading in the securities of a company listed or proposed to be listed, by connected or any persons in possession of



or with access to unpublished price sensitive information not available to the general public, who can take advantage of or benefit from such unpublished price sensitive information. Trading in securities by an 'insider' is regarded unfair when it is predicated upon utilisation of 'inside' information to profit at the expense of other investors who do not have access to the same information.

The Company's Insider Trading - Code of Conduct was first adopted by the Board at a Meeting held on 30th May, 2015. The Code of Conduct incorporates the amendments so as to align it with the new regulation i.e. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Regulations").

## 1.2 OBJECTIVE OF THIS CODE OF CONDUCT

This Code of Conduct has been prepared by adopting the standards set out in Schedule B of the Regulations in order to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the Regulations.

In order to fully understand the scope of restrictions on insider trading, it is useful to understand the following terms/definitions.

## 1.3 DEFINITIONS

- a) "Board" means the Securities and Exchange Board of India;
- b) "Company" means Vakrangee Limited ("Vakrangee").
- c) "Compliance Officer" means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who 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;

Explanation - For the purpose of this regulation, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows."

- d) Chief Investor Relation Officer ("CIO") shall mean the Compliance Officer of the Company appointed by the Board of Director under Securities and Exchange Board India (Prohibition of Insider Trading) Regulations, 2015.
- e) "Connected person" means:
  - i) Any person who is or has during the 6 (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,

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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 -

- an immediate relative of connected persons specified in clause (i); or
- a holding company or associate company or subsidiary company; or
- an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
- an investment company, trustee company, asset management Company or an
- employee or director thereof; or
- an official of a stock exchange or of clearing house or corporation; or
- a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- a member of the board of directors or an employee, of a public financial
- institution as defined in Section 2 (72) of the Companies Act, 2013; or
- an official or an employee of a self-regulatory organization recognised or authorised by the Board; or
- a banker of the company; or
- 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 per cent of the holding or interest;

f) "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;

g) "Designated Persons" means:

- i. Members of the Board of Directors of the Company;
- ii. CEOs of the business verticals;
- iii. CEO, Company Secretary, CFO;
- iv. Auditors of the Company;
- v. All employees of the Accounts, Finance, Legal & Secretarial Department of the Company at Head Office;



- vi. CFOs & CEOs and CSs of the Holding Company, Subsidiary Company and Associate Company\* and Joint Venture;
- vii. Head of Internal Audit Department, Legal Department;
- viii. Secretaries/Executive Assistants reporting to the Chairman or the Managing Director/Whole Time Director/CFO/CS;
- ix. All Departmental Heads of the Company (For eg. Finance Head, Purchase Head, Sales Head etc);
- x. Employees of other Departments/Divisions on a case-to-case basis, who could be reasonably expected to have access to unpublished price sensitive information(s) relating to the Company, to be decided by the Chairman/Managing Director/Whole-Time Director/ Compliance Officer/Chief Financial Officer, on a case-to-case basis; and
- xi. All promoters of the Company including Members of the Promoter Group, Holding Company, Subsidiary Company and Associate Company\*.
- xii. Every employee in the grade of Deputy General Manager (DGM)/ Band 3 - E5 and above;



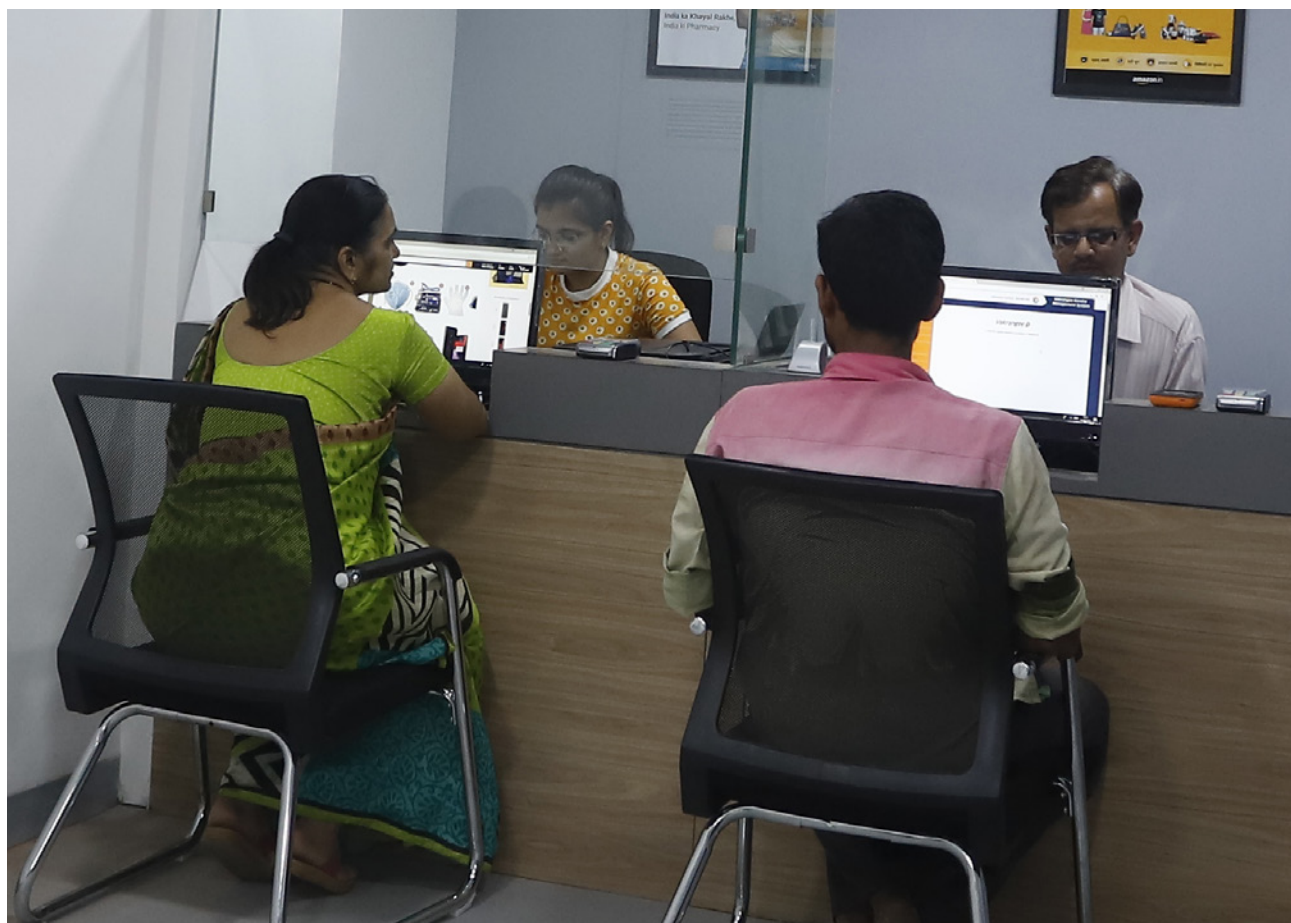
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- xiii. Any support staff of the Company, such as IT staff or secretarial staff who have access to unpublished price sensitive information;
  - xiv. Such other persons as may be identified by the Compliance Officer.

\*Associate Company means a company in which the Company has a significant influence, but which is not a subsidiary company of the Company having such influence and includes a joint venture company;

- h) "Generally available information" means information that is accessible to the public on a nondiscriminatory basis.
- i) "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.

Note: if spouse is financially independent and doesn't consult an insider while taking trading decisions, the spouse won't be exempted from the definition of immediate relative. A spouse is presumed to be an "immediate relative", unless rebutted so.

- j) "Insider" means any person who is:
  - (i) a connected person; or
  - (ii) in possession of or having access to unpublished price sensitive information.





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- k) "Informant" means an individual(s), who voluntarily submits to the Board 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 these regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward;
  - l) "insider trading laws" means the following provisions of securities laws,-
    - i) Section 15G of the Securities and Exchange Board of India Act, 1992;
    - ii) regulation 3 of SEBI (Prohibition of Insider Trading) regulations, 2015;
    - iii) regulation 4 of SEBI (Prohibition of Insider Trading) regulations, 2015;
    - iv) regulation 5 of SEBI (Prohibition of Insider Trading) regulations, 2015; and
    - v) regulation 9 or regulation 9A of SEBI (Prohibition of Insider Trading) regulations, 2015, in so far as they pertain to trading or communication of unpublished price sensitive information.
  - m) "irrelevant, vexatious and frivolous information" includes, reporting of information which in the opinion of the Board, –
    - i) Does not constitute a violation of insider trading laws; or
    - ii) Is rendered solely for the purposes of malicious prosecution; or
    - iii) Is rendered intentionally in an effort to waste the time and resource of the Board.
  - n) "Original Information" means any relevant information submitted in accordance with the Regulations pertaining to any violation of insider trading laws that is:
    - i) derived from the independent knowledge and analysis of the Informant;
    - ii) not known to the SEBI from any other source, except where the Informant is the original source of the information;
    - iii) is sufficiently specific, credible and timely to - (1) commence an examination or inquiry or audit, (2) assist in an ongoing examination or investigation or inquiry or audit, (3) open or re-open an investigation or inquiry, or (4) inquire into a different conduct as part of an ongoing examination or investigation or inquiry or audit directed by the SEBI;
    - iv) not exclusively derived from an allegation made in a judicial or administrative hearing, in a Governmental report, hearing, audit, or investigation, or from the news media, except where the Informant is the original source of the information;
    - v) not irrelevant or frivolous or vexatious; and
    - vi) information which does not in the opinion of the SEBI add to the information already possessed by the SEBI is not original information."

Explanation. –Information which does not in the opinion of the Board add to the information already possessed by the Board is not original information.

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- o) "own analysis" means the examination and evaluation of the relevant information by the Informant that may be publicly available, but which reveals analysis that is not known to SEBI:
- Provided that such analysis is not derived from professional or confidential communication protected under the Indian Evidence Act, 1872 (1 of 1872);
- p) 'own knowledge' means relevant information in the possession of the Informant not derived from publicly available sources:
- Provided that such knowledge is not derived from professional or confidential communications protected under the Indian Evidence Act, 1872 (1 of 1872);
- 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) "Securities" shall have the meaning assigned to it under the Securities Contracts
- (Regulation) Act, 1956 (42 of 1956) or any modification thereof, except units of mutual fund.
- s) "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities and "trade" shall be construed accordingly.
- t) "Trading day" means a day on which the recognised stock exchanges are open for trading.
- u) "Unpublished price sensitive information" ("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 include but is not restricted to, information relating to: -
- i. financial results;
  - ii. dividends;
  - iii. change in capital structure;
  - iv. mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
  - v. changes in key managerial personnel; and
  - vi. Such other information, as the Managing Director / Whole Time Director/Compliance Officer/ Chief Financial Officer may prescribe from time to time.

#### **1.4 COMPLIANCE OFFICER**

The Company has appointed the Company Secretary, as the Compliance Officer for the purposes of the Regulations, who shall work subject to guidance of the Chairman and the Board of Directors.

## 1.5 RESPONSIBILITY OF MANAGING DIRECTOR / CHIEF EXECUTIVE OFFICER

The Managing Director / Chief Executive Officer of the Company shall formulate/amend this Code with the approval of the Board of Directors of the Company to regulate, monitor and report trading by its designated persons and their Immediate relatives towards achieving compliance with SEBI (Prohibition on Insider Trading) Regulations, 2015 ("PIT Regulations"), adopting the minimum standards set out in Schedule B of PIT Regulations, as may be amended from time to time, without diluting the provisions of its regulations in any manner.

## 1.6 DETERMINATION OF DESIGNATED PERSONS

The Board of Directors shall in consultation with the compliance officer of the Company, shall determine the list of designated persons on the basis of their role and function in the organization and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation, who shall be covered by this code.



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## 1.7 APPLICABILITY OF THIS CODE

This Code is applicable to the designated persons as may be specified by the Board of Directors and their immediate relatives.

## 1.8 COMMUNICATION OR PROCUREMENT OF UPSI

- 1) No insider shall communicate, provide, or allow access to any UPSI relating to the Company or securities listed or proposed to be listed by the Company, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 2) No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or securities listed or proposed to be listed by the Company, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 3) Notwithstanding anything contained herein, UPSI 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 the 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 the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interest of the Company and the information that constitutes UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Company's Board of Directors may determine.
- 4) For purposes of point (3) above, the Company shall require the parties to execute agreements/memorandum of understanding to ensure confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of the above point (3), and shall not otherwise trade in securities of the Company when in possession of UPSI.

## 1.9 TRADING IN COMPANY'S SECURITIES

### 1) Restriction on trading in Company's Securities

No Insider shall trade in the Company's Securities at any time when he/she is in possession of any unpublished price sensitive information. Such insider shall also maintain the confidentiality of all price sensitive information and shall not pass on such information to any person directly or indirectly by way of making recommendation for the purchase or sale of the Company's Securities.

### 2) Joint holding

The provisions of this Code shall also be applicable for trading either as a first named shareholder or as a joint holder.

## 1.10 DEFENSE TO INSIDER WHEN TRADING IN COMPANY'S SECURITIES WHEN HAVING UPSI

Trading in Company's Securities when in possession of any unpublished price sensitive information, the insider may prove his innocence by demonstrating the circumstances including the following:-

- a) the transaction is an off-market inter-se transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 of PIT Regulations and both parties had made a conscious and informed trade decision;
- b) in the case of non-individual insiders: -
  - 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
  - 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;



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### 1.11 CHINESE WALL

To prevent the misuse of confidential information, the Company has laid down Chinese Walls procedures which separate those areas of the Company that routinely have access to confidential information, considered “inside areas” from those which deal with sale/marketing/ investment advice or other departments providing support services, considered “public areas”.

- i. The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.
- ii. The Company shall have process of maintaining securely, computer files containing confidential information and physical storage of documents relating to UPSI.
- iii. All the unpublished price sensitive information is to be handled on “need to know basis”, i.e., 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. All the non-public information directly received by any employee should immediately be reported to the head of the department. In exceptional circumstances employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the Compliance Officer.

### 1.12 PRE-CLEARANCE OF TRADES

- i. All Designated Persons who intend to trade in the securities of the Company (either in their own name or in any immediate relative's name) i.e. buy or sell securities and if the value of the securities likely to be traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10,00,000/- (Rupees Ten Lakh Only), should pre- clear the transactions by making an application 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(s) he 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 Employee Stock Options Plans / Schemes (ESOPs), pre-clearance shall be applicable as per limits prescribed as above.

- ii. An undertaking in Annexure ‘B’ executed in favour of the Company, forming part of the Application Form as mentioned herein-above, shall incorporate, inter alia, the following clauses:
  - That the Designated Person(s) and their immediate relative(s) does not have any access or has not received “Price Sensitive Information” upto the time of signing the undertaking.

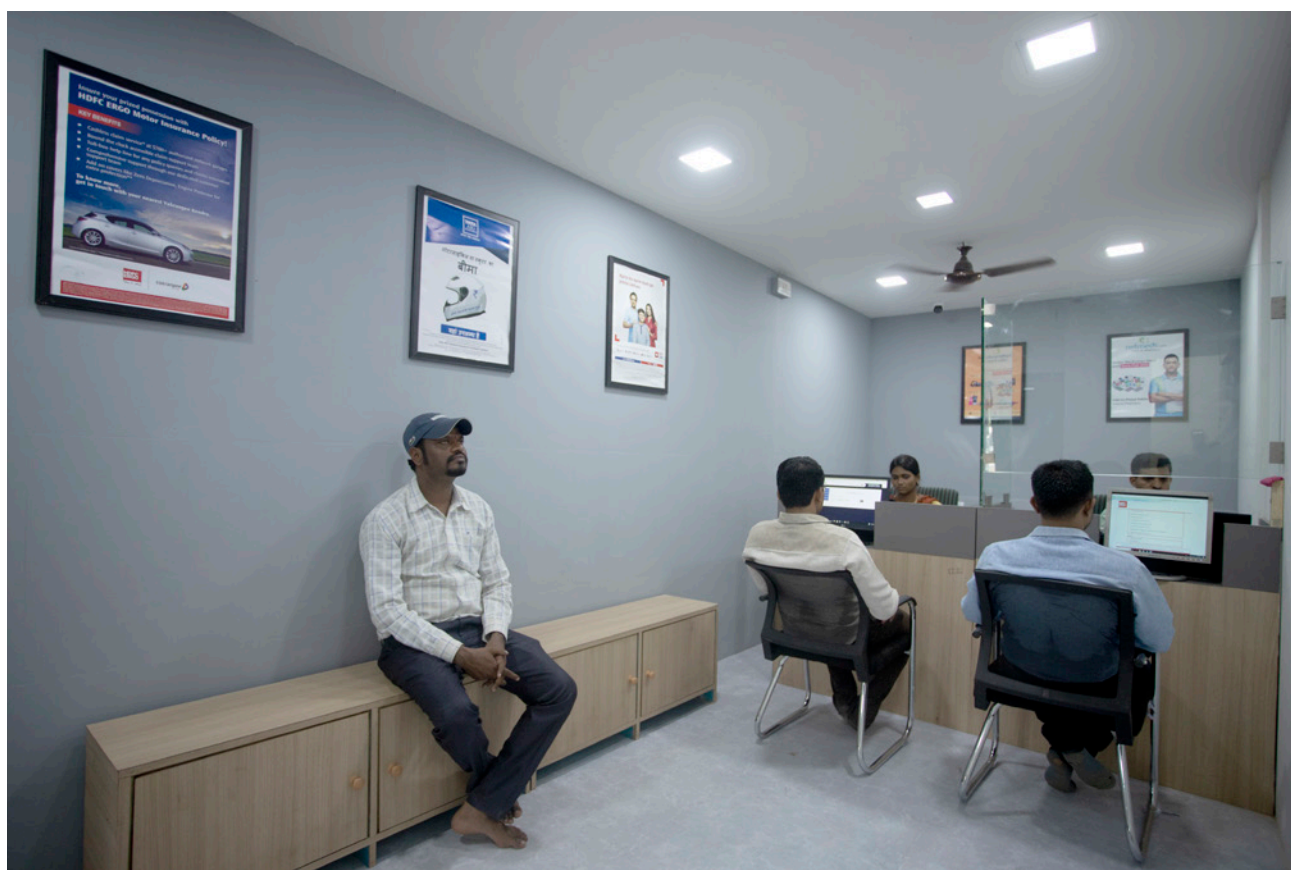
- That in case the Designated Person(s) and their immediate relative(s) has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, he / she shall inform the Compliance Officer of the fact and that he / she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
  - That he / she has not contravened the Code of Conduct for prevention of Insider Trading as notified by the Company/ SEBI from time to time.
  - That he /she has made a full and true disclosure in the matter.
- iii. 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.
  - iv. The Compliance Officer shall also determine whether any such declaration is reasonably capable of being rendered inaccurate.
  - v. All Designated Persons of the Company and their immediate relatives shall execute their order in respect of securities of the Company within 7 (seven) trading days after the approval of pre-clearance in Annexure 'C'. 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.



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### 1.13 NO TRADING PERIOD

- i. The trading period during which the 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.
- ii. When the trading window is closed, the Designated Persons (including their immediate relatives) shall not trade in the Company's securities in such period.
- iii. 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.
- iv. The Compliance Officer shall also close the trading window when he 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.
- v. The trading window shall be opened 48 (Forty Eight) hours after the unpublished price sensitive information becomes generally available.
  - vi. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.
  - vii. All Designated Person of the Company and their immediate relative(s) shall conduct all their dealings in the securities of the Company only in a valid Trading Window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when Trading Window is closed as referred above or during any other period as may be specified by the Managing Director/Compliance Officer/Chief Financial Officer from time to time.
  - viii. The Compliance Officer shall intimate the closure of Trading Window to all the Designated Person(s) of the Company when he / she determines that a designated person or class of Designated Person(s) 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.
  - ix. The Compliance Officer after taking into account various factors including the unpublished price sensitive information 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.
  - x. However, subject to the SEBI Act, Rules and Regulations, in case of ESOPs, exercise of options shall be allowed during the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the trading window is closed.
  - xi. 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 PIT Regulations.

#### **1.14 HOLDING PERIOD/CONTRA TRADE**

- (i) Designated person (including their immediate relatives) who is permitted to trade shall not execute a contra trade i.e. enter into an opposite transaction during the next 6 (six) months following the prior transaction ("contra trade") However, the restriction on contra trade shall not apply to:
  - (a) Exercise of the options under the Company's ESOPs;
  - (b) Sale of shares acquired under the Company's ESOPs, provided that designated person is not in possession of UPSI at the time of sale.
- (ii) The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

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## 1.15 TRADING BY PORTFOLIO MANAGERS

This Code is also applicable to insiders who engage Portfolio Managers to trade in shares and hence the insiders are expected to take due precaution while trading in securities through Portfolio Managers by:

- Informing Portfolio Managers about closure of trading window.
- Ensuring to seek pre-clearance, wherever applicable, when the Portfolio Manager proposes to trade in the Company's shares exceeding threshold limit and also make continual disclosures, wherever applicable, as provided in this Code.
- Ensuring that the portfolio manager abides by the requirement of minimum holding period and not do contra trade as provided in this Code.
- Prohibiting the Portfolio manager to trade in securities of the Company at his own discretion or when the Insider is in possession of UPSI.

Despite the above, if any trading is done by portfolio managers, it will be treated as trading done by the Insider, and therefore the insider will be held responsible for any such non-compliance and subject to such penalties as specified in this Code.

Apart from the restrictions mentioned in Chapter 1, Company is required to obtain certain disclosures and levy penalties as and when deemed fit. The disclosures to be made by any person under this Chapter shall also include those relating to such person's immediate relatives and any other person for whom such person takes trading decisions. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Chapter:

Provided that trading in derivatives of securities is permitted by any law for the time being in force.

## 1.16 PROCESS FOR HOW AND WHEN PEOPLE ARE BROUGHT 'INSIDE' ON SENSITIVE TRANSACTIONS.

The CIO in consultation with MD or CFO of the Company shall decide on how and when any person(s) should be brought 'inside' on any proposed or ongoing sensitive transaction(s).

A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose which shall include the following;

- i. in the ordinary course of business.
- ii. in furtherance of performance of duty(ies);
- iii. for discharge of legal obligation(s).
- iv. for any other genuine or reasonable purpose as may be determined by the CIO of the Company.



- v. for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

### **1.17 INTIMATION OF DUTIES AND RESPONSIBILITIES AND THE LIABILITY TO THE PERSON(S) WHO HAS/HAVE BEEN BROUGHT INSIDE' ON SENSITIVE TRANSACTION(S).**

Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of unpublished price sensitive information shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons, in the format as set out in by the CIO in consultation with MD and/or CFO of the Company;

- i. To make aware such person that the information shared is or would be confidential.
- ii. To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
- iii. To make aware to such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.



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## 2. Disclosures & Reporting

### 2.1 INITIAL DISCLOSURE

- (i) All the Promoters, Member of the Promoter Group, Key Managerial Personnel and Directors are required to send the details of their holdings in securities of the Company presently held by them including the statement of holdings of immediate relative(s) in the prescribed Annexure D (as prescribed or amended by SEBI, from time to time) within 30 (thirty) days of this Code becoming effective for the first time.



- (ii) 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 within 7 (seven) days of such appointment or becoming a Promoter / Key Managerial Personnel / Director inform the Company in Annexure E (as prescribed or amended by SEBI, from time to time).

## **2.2 CONTINUAL DISCLOSURE**

Every Promoter, Member of the Promoter Group, Designated person and Director of the Company shall disclose to the Company in the format set out in Annexure F (as prescribed or amended by SEBI, from time to time), the number of such securities acquired or disposed of within 2 (two) trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10,00,000/- (Rupees Ten Lakh Only) or such other value as may be specified. The disclosure shall be made within 2 (two) trading days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case maybe.

## **2.3 DISCLOSURE BY OTHER CONNECTED PERSONS**

The Compliance Officer at his discretion may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company as and when he deems fit in order to monitor compliance with these Regulations in the format set out in Annexure G (as prescribed or amended by SEBI, from time to time).

## **2.4 DISCLOSURE BY DESIGNATED PERSONS**

### **One Time**

The Designated person shall disclose the following information (in a format as may be prescribed by the CIO), one time basis, to the Company within 15 days from the date on which this code shall become effective;

- i. his/her Phone, mobile and cell numbers.
- ii. his/her Permanent Account Number or any other identifier authorized by law.

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

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### **Annual Disclosure and Continual Disclosure**

The Designated person shall disclose the following information (in a format as may be prescribed by the CIO), on annual basis, to the Company within 30 days from the end of the Financial Year and on continual disclosure basis, as and when the information changes within 15 days of such change;

- i. Name of Immediate Relatives
- ii. Persons with whom such designated person(s) shares a Material Financial Relationship.
- iii. Permanent Account Number or any other identifier authorized by law of (i) & (ii).
- iv. Phone, mobile and cell numbers of (i) & (ii).

**Explanations:** - "Material Financial Relationship" shall mean a relationship as relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions"

## **2.5 DISSEMINATION OF PRICE SENSITIVE INFORMATION**

- (i) No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- (ii) 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 and institutional investors:-
  - Only public information to be provided.
  - At least 2 (two) Company representatives 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

## **2.6 REPORTING TO THE BOARD AND MAINTENANCE OF DISCLOSURES**

- (i) The Compliance Officer shall place before the Chairman of the Company on a quarterly basis, details of trading in the Company's Securities by the Designated Persons and the accompanying documents that such persons had executed under the pre-clearance procedure as envisaged under this Code.
- (ii) The Compliance Officer shall maintain records of all the declarations in appropriate forms given by the Designated Persons for a minimum period of 5 (Five) years.



- (iii) The Secretarial department shall acknowledge receipt of the declaration form received.

## 2.7 AMENDMENT OF THIS CODE

The Board of Directors of the Company, in sync with applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Code with a new Code. In any circumstance where the terms of the Code differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over the Code.





## 3. Penalties

### 3.1 PENALTY FOR NON-COMPLIANCE

Any insider who trades in securities in contravention of the provisions of this Code or the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 shall be guilty of insider trading and shall be inter-alia liable for punishment and penalty as mentioned in this Code and the Securities & Exchange Board of India Act, 1992, as mentioned below.

### 3.2 PENALTY FOR NON-COMPLIANCE WITH THE CODE OF CONDUCT

Any employee/ officer / Director who trades in securities or communicates any information for trading in securities, in contravention of the code of conduct may be penalised and appropriate action may be taken by the Company.

Categories of Non-Compliances	Penal/disciplinary actions proposed
Procedural Non-Compliances	
i) Executing transaction after expiry of 7 (Seven) trading days from date of pre-clearance.	a) Written warning notice for first instance of non-compliance. B) For second repeated act up to Rs.10,000/- (Rupees Ten Thousand Only) and in case of third non-compliance, minimum penalty shall not be less than Rs. 10,000/- and may extend up to Rs.25,000/- (Rupees Twenty Five Thousand Only).
ii) Non reporting of completion of transaction after	c) Beyond third repeated act of non-compliance, it would be treated as substantive non-compliance resulting in such action the Board/ Committee thereof may deem fit, which may include suspension, freeze on increment /promotion, demotion, employment termination, recovery, clawback etc. as deemed appropriate.
iii) Non reporting of transactions aggregating to Rs.10,00,000/- (Rupees Ten Lakh Only) per calendar quarter (such transaction should not be based on UPSI and should not be undertaken g window closure periods).	
Substantive Non-Compliances	
i) Trading in Company's Securities during trading	Any of the following or combination thereof depending on the severity of the case: a) If the gain or loss avoided is less than Rs.10,000/- (Rupees Ten Thousand Only), the penalty is Rs.10,000/- (Rupees Ten Thousand Only). b) Such action the Board of Directors / Managing Committee may deem fit which may include suspension, freeze on increment/promotion, demotion, employment termination, recovery, clawback etc.
ii) Dealing in Company's Securities without obtaining pre-clearance	
iii) Undertaking opposite transactions	
iv) Passing on price sensitive information or making recommendations directly or indirectly for dealing in securities on the basis of such information	

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**Notes:**

- a) The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 2015.
- b) In case it is observed by the Compliance Officer that there has been a violation of the Regulations, Stock Exchange shall be promptly informed by the Company.
- c) The Board or the Compliance Officer may decide the penalty within the above framework by taking into consideration the factors such as knowledge of price sensitive information, level of management responsibility of the individual concerned, number of securities transacted, whether the breach occurred as a result of deliberate intent or not, etc.
- d) Penalties recovered as per framework will be remitted to SEBI Investor Protection and Education Fund account.

## 4. Report your Concerns:

### 4.1 REPORT YOUR CONCERNS:

- 1) Apart from reporting any suspected violation of leak of unpublished price sensitive information or violation of this policy under whistle blower policy any Informant shall submit Original Information by furnishing the Voluntary Information Disclosure Form to the Office of Informant Protection of the Board in the format and manner set out in SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019, or as may be amended.

### 4.2 RETALIATION FOR REPORTING SUSPECTED VIOLATIONS IS STRICTLY PROHIBITED UNDER THIS POLICY:

Employee who reports any alleged violations of insider trading laws in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated 17 September 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

## 5. Effective Date:

This amended Policy is effective from 13th December 2019 pursuant to the SEBI (Prohibition of Insider Trading) (Third amendment) Regulations, 2019.

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# ANNEXURE A

## Application - Cum Undertaking for Pre-Clearance of Trades

Date:

The Compliance Officer  
Vakrangee Limited  
Vakrangee Corporate House,  
Plot No. 93, Road No. 16,  
MIDC Marol, Andheri – East,  
Mumbai – 400093.

From:

Designation:

With reference to the Code of Conduct of Vakrangee Limited (VL) for Prevention of Insider Trading, I hereby give notice that I propose to carry out the following transaction in VL's securities for myself / as Joint Holder / my immediate relative.

Transaction (Sale/Purchase)	Type of Security	Number of Security

I hereby declare that:

- (a) I do not have any access nor have I received or possess "Unpublished Price Sensitive Information" upto the time of signing the undertaking.
- (b) That in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and that I would completely refrain from trading in the securities of VL till the time such information becomes public.
- (c) That I have not contravened the code of conduct for prevention of insider trading as notified by VL from time to time.
- (d) That I have made a full and true disclosure in the matter.

Signature of the Designated Person: \_\_\_\_\_

# ANNEXURE B

## UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

To,

The Compliance Officer  
Vakrangee Limited  
Vakrangee Corporate House,  
Plot No. 93, Road No. 16,  
MIDC Marol, Andheri – East,  
Mumbai – 400093.

Date: \_\_\_\_\_

Dear Sir/Madam,

I, \_\_\_\_\_, \_\_\_\_\_ (Designation) 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.

Signature: \_\_\_\_\_

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# ANNEXURE C

## PRE-CLEARANCE ORDER

PCO No. \_\_\_\_\_

Date:

To,

\_\_\_\_\_ (Applicant)

This is to inform you that your request for dealing in \_\_\_\_\_ 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].

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 prescribed forms as per VL's Code of Conduct for Insider Trading. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Signature: \_\_\_\_\_

Compliance Officer

### Note:

1. Please provide all the information. Incomplete forms will not be accepted.
2. Please ensure that you have not made any opposite transaction within previous 6 months.



# ANNEXURE D

## DISCLOSURE UNDER PARA 2.1 (i) OF THE INSIDER TRADING CODE OF CONDUCT

[Refer Form A as per the Regulations]

Name of the company: VAKRANGEE LIMITED

ISIN of the company: INE051B01021

**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Name, PAN No., CIN/ DIN & Address with contact nos.	Category of Person (Promoters/ KMP /Directors/ immediate relatives/ others etc.)	Securities held as on the date of regulation coming into force		% of Share- holding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

### Note:

“Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

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**Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
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
6	7	8	9	10	11

**Note:**

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

Name & Signature:

Designation:

Date:

Place:

**Notes:**

- 1) Separate disclosures should be made in respect of the immediate relatives. Immediate relatives may include the spouse of a person, a parent, sibling and child of such person or their spouse, any of whom is either dependent financially on such a person or consults such a person in taking decisions relating to trading in securities.
- 2) This declaration will include separate details of shares held in the first name, joint names or as a guardian.

# ANNEXURE E

## DISCLOSURE UNDER PARA 2.1 (ii) OF THE INSIDER TRADING CODE OF CONDUCT

### [Refer Form B as per the Regulations]

Name of the company: VAKRANGEE LIMITED

ISIN of the company: INE051B01021

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or 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).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Date of appointment of KMP/ Director/ or Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/ Director or upon becoming Promoter or member of the Promoter group		% of Share-holding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

#### Note:

“Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or 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 or upon becoming Promoter/member of the promoter group.			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
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.

Name & Signature: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

# ANNEXURE F

## DISCLOSURE UNDER PARA 2.2 OF THE INSIDER TRADING CODE OF CONDUCT

### [Refer Form C as per the Regulations]

Name of the company: VAKRANGEE LIMITED

ISIN of the company: INE051B01021

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 6 (2).

Name, PAN No., CIN/ DIN & Address with contact nos.	Category of Person (Promoter/ member of the promoter group/ designated person/ Director s/ immediate relative to/ others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/disposal specify		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.)
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

**Note:** (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.  
(ii) Value of transaction excludes taxes/brokerage/any other charges



Details of trading in derivatives on the securities of the company by 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 6(2).

Exchange on which the trade was executed	Trading in derivatives (Specify type of contract, Futures or Options etc.)					Exchange on which the trade was executed
	Type of contract	Contract specifications	Buy		Sell	
			Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)
15	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: \_\_\_\_\_  
Designation: \_\_\_\_\_  
Date: \_\_\_\_\_  
Place: \_\_\_\_\_

# ANNEXURE G

## DISCLOSURE UNDER PARA 2.3 OF THE INSIDER TRADING CODE OF CONDUCT

### [Refer Form D as per the Regulations]

Name of the company: VAKRANGEE LIMITED

ISIN of the company: INE051B01021

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

Name, PAN, CIN/DIN, & address with contact nos. of other connected Persons as identified by the company	Connection with company	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
		Type of securities (For eg.-Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share-holding	Type of securities (For eg.-Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/ Sale/Pledge/ Revocation/ Invocation/ Others- please specify)	Type of securities (For eg.-Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share-holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

**NOTE:-** "Securities" shall have the meaning as defined under regulation 2(1)

(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/brokerage/any other charges

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)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
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: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_





**CORPORATE OFFICE:**

Vakrangee Corporate House,  
Plot No. 93, Road No. 16, M.I.D.C.,  
Marol, Andheri (East),  
Mumbai – 400093, Maharashtra