



CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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

INTRODUCTION:

- a) The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 under the powers conferred on it under the SEBI Act, 1992. These Regulations were notified on 15th January, 2015 and shall come into force with effect from 120th day from the date of its notification i.e. w.e.f. 15th May, 2015. These Regulations shall be applicable to all companies whose shares were listed on Indian stock exchanges.

The SEBI Notification No. SEBI/LAD-NRO/GN/2018/59 dated 31.12.2018 has notified Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, which shall come into force on 1st April, 2019.

- b) It is mandatory in terms of the Regulations for every listed company/entity to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- c) In order to comply with the mandatory requirement of the Regulations, it was necessary to formulate a specific Code of Fair Disclosure for Vaswani Industries Limited (hereinafter referred to as 'the Company') for use by its Promoters, Directors, Officers, Employees and Connected Persons.

RELEVANT DEFINITIONS:

1. **"Act"** means the Securities and Exchange Board of India Act, 1992 and any amendments thereto.
2. **"Board"** means the Securities and Exchange Board of India.

"Board of Directors" means the Board of Directors of **"VASWANI INDUSTRIES LIMITED"**.

3. **"Code" or "Code of Conduct"** shall mean the Code Of Practices And Procedures And Code Of Conduct To Regulate, Monitor And Report Trading In Securities And Fair Disclosure Of Unpublished Price Sensitive Information / (and earlier Code of Internal Procedures & Conduct for Prevention of Insider Trading) for Regulating, Monitoring and Reporting of trading by insiders of **VASWANI INDUSTRIES LIMITED** as amended from time to time.
4. **"Company"** means **VASWANI INDUSTRIES LIMITED**.
5. **"Companies Act"** means the Companies Act, 2013 & Rules made thereunder and any amendments thereto.
6. **"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;
7. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis.
8. **"Insider"** means any person who is a connected person; or in possession of or having access to unpublished price sensitive information;
9. **"Promoter"** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
10. **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
11. **"Trading Day"** means a day on which recognized Stock Exchanges are open for trading.
12. **"Unpublished Price Sensitive Information"** 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 following:-

- (i) Financial Results;
- (ii) Dividends;
- (iii) Change in capital structure;
- (iv) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) Changes in Key Managerial Personnel; and

COMMUNICATION AND PROCUREMENT OF UNPUBLISHED "PRICE SENSITIVE INFORMATION"

- a) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- b) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- c) Notwithstanding anything contained in this regulation, unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction pursuant to Regulation 3 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

CORPORATE DISCLOSURE POLICY

The Board of Directors of Vaswani Industries Limited have always strived to conduct its business in a fair and transparent manner with a view to protect the interest of all the stakeholders in the Company. Towards achieving this objective, the Company and the members of the Board, Key Managerial Persons, Officers, all employees and connected persons shall adhere to the following principles of fair disclosure of unpublished price sensitive information in letter as well as in spirit:

➤ **Prompt Public Disclosure of Unpublished Price Sensitive Information**

The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

➤ **Uniform and Universal Dissemination of UPSI**

The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

➤ **Designating a Senior Officer as the Chief Investor Relations Officer**

The Company Secretary cum Compliance Officer of the Company shall act as the 'Chief Investor Relations Officer' (CIRO) to deal with dissemination of information and disclosure of unpublished price sensitive information.

➤ **Response to Regulatory Authorities on market rumors**

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

➤ **Interactions with Analysts, Investors and Research Personnel**

The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

- The CIRO shall follow and develop best practices to make transcripts or records of the proceedings of the meetings with analysts and other investor's relations conferences on the official websites to ensure official confirmation and documentation of disclosures made.

- The CIRO shall maintain digital database with time stamping and audit trails to ensure non-tampering of the data base containing name and PAN of the person/entity(ies) with whom information is shared pursuant to Legitimate Purposes and name and PAN of Designated Persons along with their immediate relatives.

POLICY FOR DETERMINATION OF "LEGITIMATE PURPOSES"

"Legitimate purpose" shall include sharing of UPSI in the ordinary course of business on a need to know basis, by an insider with Designated Persons, partners, collaborators, lenders, 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 the PIT Regulations.

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "insider" for purposes of the PIT Regulations and due notice shall be given to such person which would inter alia include the following:—

- (i) The information shared is in the nature of UPSI, confidentiality of such UPSI must be maintained, and such UPSI must not be disclosed by the recipient in any manner except in compliance with the PIT Regulations.
- (ii) The recipient must not trade in the securities of the Company while in possession of UPSI.
- (iii) The recipient shall obtain the Company's prior written consent in case the information provided to such recipient is to be used by such recipient for a purpose other than the Legitimate Purpose for which the Company had provided the UPSI and, pursuant to such written consent, such other purpose would also be considered to be a Legitimate Purpose.

Any sharing of UPSI, other than in compliance with this Code, the Code of Conduct or the PIT Regulations, would be construed as a violation. In case of any violation, disciplinary action would be taken by the Company. The onus lies on the insider to prove to the contrary. Further, the Company shall intimate SEBI about such violations and further directions may be issued by SEBI.

In certain circumstances, sharing of UPSI may be construed as a violation of the PIT Regulations even while it is in pursuit of business interests of the Company. Further, in cases where a person who possesses UPSI is uncertain of whether the UPSI can be shared for a particular purpose, such person may seek clarifications from the Compliance Officer before sharing the information.

AMENDMENTS

- a) The Board may, subject to applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) amend any of the clauses of the above Code in whole or in part or replace the Code entirely with a new code.

- b) The Board may also establish and stipulate further rules and procedures, from time to time, to give effect to this Code and to ensure fair disclosure of price sensitive information.
- c) This code and every subsequent modification, alteration or amendments made thereto, shall also be intimated to the Stock Exchange, where the Securities of the company are listed.

SCOPE AND LIMITATION

- a) This code has been originally adopted by the Board of Directors of Vaswani Industries Limited on 15.05.2015 and come into force from 15th May, 2015. Now the revised policy has been adopted by the Board o Directors, which shall come into force with effect from 01.04.2019.
- b) Subsequent modification(s) / amendments (s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Code.
- c) In the event of any conflict between the provisions of this policy and the SEBI Regulations, Listing Agreement, Companies Act, 2013 or any other statutory enactments and any rules made there under, the provisions of such SEBI Regulations, Listing Agreement, Companies Act, 2013 or any other statutory enactments and any rules made there under shall prevail over this policy.

DISSEMINATION OF POLICY

This policy shall be hosted on the website of the Company.

THE ABOVE POLICY HAS BEEN ADOPTED BY THE BOARD OF DIRECTORS VIDE CIRCULAR RESOLUTION DATED 1ST APRIL, 2019.

THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF EACH EMPLOYEE TO ENSURE COMPLIANCE OF SEBI GUIDELINES AND OTHER RELATED STATUTES FULLY.
