

**VVIP INFRATECH LIMITED**  
**CODE OF FAIR DISCLOSURE UNDER SEBI (PROHIBITION OF INSIDER  
TRADING) REGULATION, 2015**



**VVIP Infratech Limited**  
**CIN: U45201UP2001PLC136919**

*This Policy has been adopted and approved by the Board of Directors at its meeting held  
on 25<sup>th</sup> September, 2024.*

**VVIP INFRA TECH LIMITED- CODE OF FAIR DISCLOSURE UNDER SEBI  
(PROHIBITION OF INSIDER TRADING) REGULATION, 2015**

The Company Secretary (Compliance Officer) shall be Chief Investor Relations Officer and deal with dissemination of information and disclosure of unpublished price sensitive information.

The Company shall

- 1) Promptly make public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.
- 2) Uniformly and universally disseminate the unpublished price sensitive information to avoid selective disclosure.
- 3) Promptly disseminate the unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise and shall make such information generally available.
- 4) Appropriately and fairly respond to the queries on news reports and request for verification of market rumors by regulatory authorities.
- 5) Ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- 6) Make transcripts or records of proceedings of meetings with analysts and other investor relations conferences and put it on its website, in order to ensure official confirmation and documentation of disclosures made and
- 7) Handle all unpublished price sensitive information on a need-to-know basis.

**1. STANDARD FOR CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDER**

- a) The compliance officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee, on a quarterly basis. The Board shall be informed regarding compliances of the code on a quarterly basis.
- b) The Company will not communicate unpublished price sensitive information to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his / her legal obligations.

- c) The Company will follow Chinese Wall Policy to prevent the misuse of confidential information, A “Chinese Wall” policy separates people into two groups, The groups are as follows:
- One, the Insiders (referred as the “Designated Persons”) possessing the unpublished price sensitive information and
  - Second, the Outsiders (i.e. the Public or a person below designated person)

As per “Chinese Wall” policy, the designated person (termed as person of insider Area) is not allowed to communicate the unpublished price sensitive information to other person in organization (termed as person of Public Area). In order to comply with the policy, the Compliance officer shall take declaration in the form of an Undertaking from the designated person (Form-F) on a quarterly basis, to ensure that, they have not communicated any price sensitive information to any outsider. There will be a wall between all the departments of the company in sharing the price sensitive information.

- d) If a designated person, having possession of the price sensitive information, intends to communicate the same in order to fulfil his/ her legal obligations, then he/ she must ensure that any provisions of the applicable law/ acts/regulations or guidelines of the Government are not violated.
- e) And the information is not used for trading purpose in securities of the Company. He / She shall make a disclosure in this regard to the compliance officer.
- f) As presently, the Company is having only one kind of security (i.e equity shares), the trading in the shares shall be covered under the code. The compliance officer is entitled to seek declaration to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information before approving any trade.

## **2. GENERAL PROVISIONS**

Regulation 6 provides that:

- 1) Every public disclosure shall be made in such form as may be specified.

- 2) The disclosures to be made by any person shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 3) 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.

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

**Regulation 7(1) Provides for initial disclosure means one time only in the following cases**

- 1) Every promoter, Key Managerial Personnel and director of every company whose securities are listed on any recognized stock exchange shall disclose his/her holding of securities of the company as on the listing date of the company with BSE SME within thirty days, in the annexed Form A.
- 2) Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter in the Annexed Form B.

**Regulation 7(2) provides for Continual Disclosures**

- 1) Every promoter, employee 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 in the Annexed Form C.
- 2) 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.

Explanation — it is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-regulation (2).

### **Regulation 7(3) for Disclosures by other connected persons**

The Company requires from any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in the Annexed Form D at such frequency as may be determined by the company in order to monitor compliance with these regulations.

### **Trading Window**

- 1) Designated persons may execute trades subject to compliance with the code and the regulations. The company shall maintain a register giving details of trades. The register shall be termed as the notional trading window for the purpose of monitoring trading by designated persons.
- 2) The trading window shall generally be closed after declaration of meeting of Board for consideration of financial results up to a period of 48 hours when financial results are made public. Compliance Officer may also determine other dates for closing window.
- 3) Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
- 4) The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information 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.
- 5) 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.
- 6) When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trades is above Rupees One Lakh. 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 open.

- 7) Trades that have been pre-cleared have to be executed by the designated person within 7 days of Preclearance, failing which fresh pre-clearance would be needed for the trades to be executed.
- 8) A designated person shall not execute a contra trade within 6 months. However, compliance officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the regulations.
- 9) If a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

In case it is observed that there has been a violation of the code / regulations, the Board shall be informed promptly

## ANNEXURE-I

### Application for Pre-Clearance of Trade in the securities of VVIP Infratech Limited

To

The Compliance Officer

This is to state that I am intending to Trade(\*) in the following Securities of **VVIP Infratech Limited: (Specify separately for Equity and Debentures / Bonds)**

1. \_\_\_\_\_(Equity Shares)
2. \_\_\_\_\_(Debentures / Bonds)

This is to confirm that my security holding in **VVIP Infratech Limited** as on date is as under: **(Specify separately for Equity and Debentures / Bonds)**

1. \_\_\_\_\_(Equity Shares)
2. \_\_\_\_\_(Debentures / Bonds)

#### **I hereby declare that:**

- a) I do not have any access or has not received “unpublished price sensitive information” upto the time of making this application/declaration;
- b) I shall execute the per-cleared trades within **7 Trading Days** from the date of obtaining of the pre-clearance, failing which I shall obtain fresh pre-clearance to execute trades. I shall also report to the Compliance Officer in case I do not execute the pre-cleared trade within the stipulated period;
- c) In case I become aware of any UPSI before the execution of Trade pursuant to this application for pre-clearance, such Trade will not be executed.
- d) I shall not execute a Contra-Trade for a period of at least **6 (six) months** from the date of execution of the Trade;
- e) I shall immediately remit the profits earned from execution of contra trade executed inadvertently or in violation of restrictions imposed;
- f) I have not, at any time, contravened the code of conduct for prevention of insider trading as notified by the company from time to time; and
- g) The disclosure made by me is full and true to the best of my knowledge and belief.

I hereby undertake to inform of any change in my position relating to access of unpublished price sensitive information, after signing this undertaking but before execution of the Trade and will refrain from dealing in the securities of the company till the time such information becomes public.

**Name – Designation -**

**Employee Code No -**

**Signature of the Applicant - Date -**

***\*Trading means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in securities and includes pledge of securities.***

**ANNEXURE – II**

**FORM C**

**SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7  
(2) read with Regulation 6(2) – Continual disclosure]**

**Name of the company:** VVIP Infratech Limited

**ISIN of the company:** INE039A01010

Details Of change in holding of Securities-

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP/ Director s/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ Sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/rights/ preferential offer/off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		

**Name –**

**Signature –**

**Date -**



**ANNEXURE – III**

**Report on Non-Execution of Trade after obtaining Pre-Clearance of Trade**

To  
The Compliance Officer

**Subject: Non-Execution of Trade after obtaining Pre-Clearance of Trade**

This is in reference to the pre-clearance obtained dated \_\_\_\_\_ for executing Trade in the following Securities of VVIP Infratech Limited. ((Specify separately for Equity and Debentures / Bonds)

1. \_\_\_\_\_(Equity Shares)
2. \_\_\_\_\_(Debentures / Bonds)

In this regard, this is to confirm that the undersigned has not executed the approved trade for the following reasons:

1. \_\_\_\_\_
2. \_\_\_\_\_

This is to further confirm that in case, any future trade is proposed to be undertaken by the undersigned in the securities of the Company crossing the threshold as prescribed in the “Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons” (Code), the undersigned shall obtain fresh pre-clearance from the Compliance Officer and that the trade will be executed in compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) and as per the Code.

**Name –**

**Designation -**

**Employee Code**

**No -**

**Signature of the Applicant –**

**Date –**