

Date: 10<sup>th</sup> June, 2015

To

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| <b>National Stock Exchange of India Limited</b><br>Exchange Plaza, Bandra-Kurla Complex,<br>Bandra (E),<br>Mumbai-400051 | <b>Bombay Stock Exchange Limited,</b><br>"Phiroze Jeejeebhoy Towers",<br>Dalal Street,<br>Mumbai-400001 |
|--------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|

**Subject: Disclosure under SEBI (Prohibition of Insider Trading) Regulations, 2015.**

Dear Sir,

In accordance with sub-regulation (2) of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulation, 2015, please find enclosed herewith the **Code of Practices and Fair disclosure of Unpublished Price Sensitive Information** as approved by the Board of directors of the company and effective from 15<sup>th</sup> May, 2015.

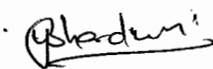
Further, in terms of the SEBI Circular CIR/ISD/01/2015 dated 11<sup>th</sup> May 2015, we hereby confirm that the Company has duly formulated and adopted the Code of conduct to regulate, monitor and report trading by the Insiders in terms of Regulation 9 of SEBI (Prohibition of Insider Trading) Regulation, 2015 and the same is effective from 15<sup>th</sup> May 2015.

This is for your information, kindly take into record.

Thanking You,

Yours Sincerely

For V2 Retail Limited



(Yatish Bhardwaj)  
Company Secretary

**Encl: as above**

## V2 RETAIL LIMITED

### CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

(Pursuant to Regulation 8(1), Chapter – IV of the SEBI (Prohibition of Insider trading) Regulations, 2015 read with the principles of fair disclosure enumerated under Schedule A to the said the Board of Directors of the company has formulated following practice and procedure for fair disclosure of unpublished price sensitive information.)

#### PREFACE:

In an endeavor to prevent the misuse of unpublished price sensitive information in the day to day business affairs and to promote the culture of fair disclosure of information in due compliance with the Principles of Fair Disclosures as set out in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

#### OBJECTS OF THE CODE:

- a. Preventing the misuse of unpublished price sensitive information within the Organization and practice of selective disclosures to the public;
- b. Acknowledging the necessity of communicating, providing or allowing access to information and promoting the principle of equality of access to information.

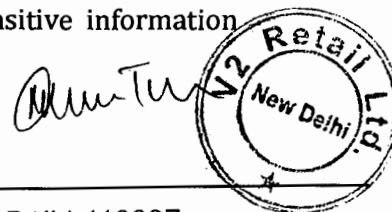
#### CHIEF INVESTOR RELATIONS OFFICER (CIRO):

Mr. Manshu Tandon, Chief Executive Officer (CEO) or any officer duly authorized by the Board of directors of the company, shall act as the chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

In the absence of CIRO for any reason whatsoever, the Key Managerial Personnel (KMPs) would be severally and/or jointly responsible for discharging responsibilities under this Code.

#### THE PRINCIPLES OF FAIR DISCLOSURE ADOPTED BY V2 RETAIL LTD ARE AS FOLLOWS:

1. Any material event/unpublished price sensitive information that would impact price discovery of the shares/ securities of the Company shall be publicly disclosed and no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Utmost standards of disclosures should be followed to ensure uniform and universal dissemination of unpublished price sensitive information to be avoided selective disclosure.
3. To promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise if at all, to make such information generally available.
4. To handle all unpublished price sensitive information on a need-to-know basis only. Employees of the Company handling/possessing unpublished price sensitive information



will not share such information to other employees of the Company/outsider except on a need to know basis. No unpublished price sensitive information shall be communicated by such employee to any person except in furtherance of his/her legitimate purpose, performance of his/her legal obligations.

5. Ensuring that information shared with analyst and research personnel is not unpublished price sensitive information.
6. Developing best practices to make transcripts or records of proceedings of meetings with analyst and other investor relations conference on the official website to ensure official confirmation and documentation of disclosures made.
7. The main channel of communication to the shareholders is through the annual report. Details relating to quarterly performance and financial results are disseminated to the shareholders through press releases and uploaded on the Company's website.
8. The Board of Directors of the Company reserves its right to amend or modify the code in whole or in part, at any time, when it deems appropriate, to be in compliance with the regulations.

**Important Note:**

Subsequent modification(s) /amendment(s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this code.

