



VTTL/SEC/SH/2019

March 30th, 2019

The General Manager – Listing,
National Stock Exchange of India Ltd
Plot No. C/1, G Block,
Bandra – Kurla Complex,
Bandra (E), MUMBAI – 400 051
Tel No- 022-26598235

The Manager Listing,
Bombay Stock Exchange Ltd.,
Floor 25, P.J. Towers,
Dalal Street,
MUMBAI – 400 001
Ph-022-22721234.

Dear Sir/Madam,

Subject: Update on the compliances

With reference to the above subject, we hereby inter-alia giving below updates:

1. Amendment in Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information. (copy attached).
2. The company has formulated Policy for procedure of inquiry in case of leak of unpublished price sensitive information.
3. The company has amended the Code of Conduct for Prevention of Insider Trading.
4. The Stakeholders Relationship Committee has been reconstituted by appointing Mr.V K Surendra as a member.
5. Special resolutions have been passed by the share holders through postal ballot for continuation of Directorship of Non-executive Directors who has attained the age above 75 years (Refer our letter dated 25th March 2019 in this regard and appointment of Mr.Bijanki Jagannath as Independent Director and also the Reappointment of Mr.V.P.Mahendra as Vice Chairman & Managing Director).

Thank you,

Yours truly,
for V.S.T. Tillers Tractors Ltd.,

Chinmaya Khatua
Company Secretary

Encl: a.a.



V.S.T. TILLERS TRACTORS LTD.



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VST SHAKTI

CODE OF PRACTICES AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION



V.S.T TILLERS TRACTORS LIMITED

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V.S.T. TILLERS TRACTORS LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

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

This Policy shall come into effect from April 1, 2019

Background:

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) Regulation (8) of SEBI (Prohibition of Insider Trading) Regulations, 2015 requires a listed company to formulate and publish on its official website a "Code of Practices and Procedure for fair disclosure of Unpublished Price Sensitive Information" in adherence to the principles set out in Schedule A to the said Regulations.

Objective:

The objective of this Disclosure Code is to ensure timely and adequate public disclosure of Unpublished Price Sensitive Information.

Accordingly, a code is hereby framed by Board of Directors of the Company as under: -

Definitions:

"Company" means V.S.T. Tillers Tractors Ltd.

"Regulation" means SEBI (Prohibition of Insider Trading) Regulations, 2015.

"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 including but not restricted to, information relating to the 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;

“Legitimate Purpose” shall mean and 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. The receiver of UPSI pursuant to Legitimate purpose are termed as ‘other designated persons’.

Code of Conduct

Chief Investor Relations Officer:

Chief Executive Officer (CEO) in absence of Chief Executive Officer the Company Secretary (CS) shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI.

Any disclosure / dissemination of Unpublished Price Sensitive Information (unless mandated by the Regulations or the Code of Conduct) on behalf of the Company shall be first approved by the Chief Investor Relations Officer.

The Chief Investor Relations Officer (CIRO) shall ensure:

- (i) Prompt public disclosure of UPSI that would impact price discovery, as soon as it has credible and concrete information, in order to make such information 'generally available', i.e. to make the information accessible to the public on a non-discriminatory basis.
- (ii) Uniform and universal dissemination of UPSI to avoid selective disclosure.
- (iii) Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information 'generally available'.
- (iv) Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- (v) Information shared with analysts and research personnel is not UPSI.
- (vi) Develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- (vii) Handling of all UPSI on a need-to-know basis.

Sharing of UPSI for Legitimate Purpose:

The UPSI shall be shared by any person(s) authorized by the Board of Directors or CIRO of the Company in this behalf, only in furtherance of legitimate purpose(s) which shall include the following;

- (i) Sharing of UPSI in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors

or consultants.

- (ii) Sharing of UPSI where such communication is in furtherance of performance of duty (ies);
- (iii) Sharing of UPSI for discharge of legal obligation(s).
- (iv) Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the CISO of the Company.
- (v) Sharing of UPSI 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.

Issue of Notice to the recipient of UPSI:

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons;

- (i) To make aware such person that the information shared is or would be UPSI.
- (ii) To make aware to such person the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted.

This Code of Conduct shall be subject to the amendment, if any made by SEBI. Any change made or warranted to this Code pursuant to legal requirements, shall be reported to the Board of Directors.