



VAIBHAV GLOBAL LIMITED

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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

This Code is formulated on the principles, as set out in Schedule A to the SEBI (Prohibition of Insider Trading) Regulation, 2015.

Preamble :

1. The Securities and Exchange Board of India notified SEBI (Prohibition of Insider Trading) Regulations, 2015 on 15th January, 2015 in the Official Gazette of India (hereinafter referred to as the 'Regulations'). These Regulations are effective from 15th May, 2015.
2. As per regulation no. 8(1) of the said Regulations, the Board of Directors of Vaibhav Global Limited (hereinafter referred to as "the Company") has adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as the 'Code') which is effective from 15th May, 2015.

Definitions :

1. "Compliance Officer" means any senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI (Prohibition of Insider Trading) Regulations, 2015 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policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified in the SEBI (Prohibition of Insider Trading) Regulations, 2015, under the overall supervision of the Board of Directors of the Company.

2. "Unpublished price sensitive information" ("UPSI") means any information, relating to a Company or its securities, directly or indirectly, that is not generally available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. dividend;
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- v. change in key managerial personnel; and
- vi. material events in accordance with the listing agreement

The Board of Directors of the Company has appointed Group CFO as Chief Investor Relations Officer and the Company Secretary as Compliance Officer for the purpose of this code, who shall report to the Board of Directors.

The Compliance Officer shall ensure the following:

- 1. 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;
- 2. Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure;

3. Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available;
4. Appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities;
5. The information shared with analysts and research personnel is not Unpublished Price Sensitive Information;
6. 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.
7. Handling of all Unpublished Price Sensitive Information on a need-to-know basis.
