

# **VSF Projects Limited**

## **The Code of Internal Procedure and conduct for prevention of Insider Trading in dealing with the Securities**

## INTRODUCTION

Insider trading means dealing in securities of a company listed/traded on any stock exchange in India based on, or when in possession of unpublished price sensitive information.

With a view to govern the conduct of insiders on matters relating to insider trading, the Securities and Exchange Board of India (SEBI) had formulated Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as 'The Regulations').

Sub-regulation (1) of Regulation 8 requires all listed companies to formulate and publish on its website, code of Practices and Procedures for fair Disclosure of Unpublished Price Sensitive Information by adopting the minimum standards as set out in Schedule A to the Regulations.

VSF Projects Limited, has formulated this Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders (Code). All the Directors, Designated Persons, Officers and other connected persons of VSF Projects Limited are governed by the Code.

The Code has been formulated by the Board on 14.05.2015

All the Directors, Designated Persons, Officers and other connected persons of VSF Projects Limited are advised to carefully go through and familiarize themselves with and adhere to the Regulations and the Code.

The Company endeavours to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Director, Officer, Designated Person and connected person of the Company has a duty to safeguard the confidentiality of all such UPSI obtained in the course of his or her work at the Company. No Director, Officer, Designated Officer and Connected persons may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

This Code shall apply to all Directors, Officers, Designated persons and connected persons of the Company and the Company hereby stipulates that this code of conduct is to be complied by all Directors, Officers, Designated persons and connected persons.

**1. Definitions:**

1.1 **"Act"** means the Securities and Exchange Board of India Act, 1992

1.2 **"Board"** means the Securities and Exchange Board of India

1.3 **"Code"** or "Code of Conduct" shall mean the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and Code of Practices and Procedures for Fair Disclosures of VSF Projects Limited from time to time.

1.4 **"Company"** means VSF Projects Limited

1.5 **"Compliance officer"** means the Company Secretary of the Company who shall also act as Chief Investors Relations Officer or any other person as may be appointed by the Board to be the Compliance officer.

1.6 **"Connected person"** means,-

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a Director, Officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,

(a) an immediate relative of connected persons specified in clause (i); or

(b) a holding company or associate company or subsidiary company; or

(c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or

- (d) an investment company, trustee company, asset management company or an employee or director thereof; or
- (e) an official of a stock exchange or of clearing house or corporation; or
- (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- (i) a banker of the company; or
- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten percent of the holding or interest

1.7 "**Dealing in Securities**" means an act of subscribing to, buying, selling or agreeing to subscribe, buy, sell or deal in the securities of the Company either as principal or agent. Therefore, a person is said to deal in the securities of the Company if he subscribes, acquires or disposes of the securities of the Company whether by himself or as agent of some other person.

1.8 "**Designated Persons**" shall include:

- a) All Directors
- b) All Employees in the cadres of General Managers, Functional Heads and all the Officers one level below the Board including Chief Financial Officer and Company Secretary.
- c) Promoters and Promoter Group
- d) Statutory Auditors, Internal Auditors, Secretarial Auditors.

1.9 "**Director**" means a member of the Board of Directors of the Company.

1.10 "**Employee**" means every employee of the Company including the Directors in the employment of the Company.

1.11 "**Free period**" means a period other than the prohibited period.

- 1.12 "**Generally available information**" means information that is accessible to the public on a non-discriminatory basis.
- 1.13 "**Immediate Relative**" means spouse of a person and includes parent, sibling and child of such person or the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- 1.14 "**Insider**" means any person who is or was connected with the Company or is deemed to have been connected with the Company and who is reasonably expected to have the access to unpublished price sensitive information in respect of securities of the Company.
- 1.15 "**Insider Trading**" is the buying or selling or dealing or subscribing or agreeing to subscribe, buy, sell, deal in the securities of the listed Company by a Director, officer, an employee of the firm or by any other person such as internal auditor, statutory auditor, agent, advisor, analyst, consultant etc who has knowledge of material inside information not available to public.
- 1.16 "**Key Managerial Personnel**" means person as defined in Section 2(51) of the Companies Act, 2013.
- 1.17 "**Promoter**" and "**Promoter group**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- 1.18 "**Prohibited period**" means:
- i. The period as specified in sub-**clause \_\_\_\_\_ of this** code and / or
  - ii. Such other period as specified by the Compliance officer from time to time.
- 1.19 "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- 1.20 "**Takeover regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

1.21 "**Trading day**" means a day on which the recognized stock exchanges are open for trading;

1.22 "**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 the following: -

(i) Periodical Financial results of the Company (quarterly, half yearly and yearly);

(ii) Intended declaration of dividends (both interim and final);

(iii) change in capital structure;

(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;

(v) changes in key managerial personnel; and

(vi) material events in accordance with the listing agreement.

1.23 "**Regulations**" shall mean Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

1.24 "**Specified Persons**" means Directors, connected Persons, the insiders, the Designated persons and the Promoters and Immediate relative(s) who are collectively referred to as Specified Persons. Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

## 2. Role of Compliance Officer

- 2.1 The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee on quarterly basis.
- 2.2 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and shall administer the Company's Code of Conduct and other requirements under the SEBI Regulations.
- 2.3 He shall notify the approved trading plan to the Stock exchange where the securities are listed.
- 2.4 The Compliance Officer shall be responsible for setting forth the 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 Company.
- 2.5 He shall close the trading window within the time prescribed in this code before the publication of the price sensitive information.

### **3. Preservation of "Unpublished Price Sensitive Information"**

- 3.1 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made

generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

**3.2 Need to know basis** - Price Sensitive Information of the Company is to be handled on a "need to know" basis i.e. should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or apprehension of misuse of the information. All non-public information directly received by any employee should immediately be reported to the head of the department.

**3.3 Limited access to confidential information** - All manual files containing confidential information shall be kept secure. All Computer files must have adequate security.

#### **4. Prevention of Misuse of "Unpublished Price Sensitive Information"**

##### **4.1 No insider shall**

- Trade in Securities of the Company either on their own behalf or on behalf of any other person when in possession of any unpublished price sensitive information;
- or
- Communicate, provide or allow access to any unpublished price sensitive information, relating to a 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.

##### **4.2 Trading Plan:**

An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.



4.3 Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities for market abuse.

4.4 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take expressed undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

4.5 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

4.6 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## 5. Trading Restriction

All directors/ officers and employees of the Company shall be subject to trading restrictions as below:

- i. The trading window shall be, inter alia, closed 7 days prior to and during the time the unpublished price sensitive information is published.
- ii. The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- iii. The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

Other than the period(s) for which the Trading Window is closed as specified hereinabove, the same shall remain open for dealing in the Securities of the Company.

## 6. Pre- Clearance of Trade in Securities

All the persons covered by the Code who propose to acquire/sell Securities of the Company which are more than Rs. 10 Lacs in value should pre-clear the transaction.

However, no designated person shall be entitled to 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 not closed and hence he shall not be allowed to trade.

The pre-dealing procedure shall be hereunder:

- A Designated Person shall make a pre-clearance application to the Compliance Officer in the prescribed format Form 1 along with an undertaking stating that he/she has not contravened the provision of this Code.
- If any person covered by the Code, obtained any Price Sensitive Information after executing the undertaking but prior to transacting in Securities of the Company,

he/she shall inform the Compliance Officer and refrain from dealing in Securities of the Company.

- All the persons covered by the Code shall execute their order within 7 Days of preclearance of trade. If the transaction is not executed within 7 Days of such clearance, fresh approval of the Compliance Officer is required.

All Designated Persons shall conduct their dealings in the securities of the Company only in the "Valid Trading Window" period and shall not enter into "Contra Trade" i.e. opposite or reverse transactions, in the securities of the Company during the next six months following the prior transaction. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from 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. When the trading window is closed, the Specified Persons shall not trade in the Company's securities in such period.

In the case of subscription in the primary market (initial public offers), the abovementioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

In case the sale of securities is necessitated by personal emergency the holding period may be waived by the Compliance Officer after recording in writing his reasons in this regard.

## **7. Disclosure Requirements:**

### **7.1 Initial Disclosure**

Every Promoter, Key Managerial Personnel and Director of the Company and any other person for whom such person takes trading decisions shall disclose his holding of securities of the Company as on the date of these regulations taking effect, within 30 days in Form A;

Every person on appointment as a Key Managerial Personnel or a Director of the Company or Designated Employee or upon becoming a Promoter shall disclose his holding of securities of the Company and any other person for whom such person

takes trading decisions as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a Promoter in Form B.

### **7.2 Continual Disclosure:**

Every Promoter, Designated Employee and director of Company and any other person for whom such person takes trading decisions 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 by the Compliance Officer from time to time in Form C.

### **7.3 Disclosure by the Company to the Stock Exchange(s):**

The Company shall within 2 Working days the receipt of disclosures as mentioned as aforesaid, disclose to all Stock Exchanges on which the securities of the Company are listed, the information received as aforesaid.

## **8. General Provision**

The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors / designated employees for a minimum period of five years.

The Compliance Officer shall place before the Managing Director / Chief Executive Officer or a committee specified by the company, on a monthly basis all the details of the dealing in the securities by the employees / director / officer of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

## **9. Penalties**

Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company. The penalties will be as per the Securities Contract (Regulation) Act, 1956.

The action by the Company shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015. In case the SEBI Regulations or any Statutory Provisions are more stringent than those contained in the Code, the SEBI Regulations / Statutory Provisions will prevail.

## Prevention of Insider Trading Initial disclosure

### FORM A

#### Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

#### Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoter/ KMP/ Directors/ Immediate relative/ others etc	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc)	Number		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7		

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Signature:

Designation

Date:

Place:

**FORM B**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2)-Disclosure on becoming a director/KMP/Promoter]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoter/ KMP/ Directors/ Immediate relative/ others etc	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/ KMP		% of Shareholding
			Type of security (For eg. - Shares, Warrants, Convertible Debentures etc)	Number	
1	2	3	4	5	6

**Note:** "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/ KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/ appointment of Director/ KMP		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

**Note:** In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

**FORM C**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (2) read with Regulation 6(2)]**

**Name of the company:** \_\_\_\_\_

**ISIN of the company:** \_\_\_\_\_

**Details of change in holding of Securities of Promoter, Employee or Director of alisted company and other such persons as mentioned in Regulation 6(2)**

Name, PAN No., CIN/DIN & address with contact nos.	Category of Peson (Promoter / KMP/ Directors/ Immediate relative/ others etc	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of Shareholding	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc)	No.	Pre transaction	Post transaction
1	2	3	4	5	6	7	8

Date of allotment advice/ acquisition of shares/ sale of shares, specify		Date of intimation to Company	Mode of acquisition (market purchase/ public rights/ preferential offer/ off market/ Inter se transfer etc)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
From	To			Buy		Sell		
				value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
9	10	11	12	13	14	15	16	17

Note: In case of Options, notional value shall be calculated based on Premium plusstrike price of options.

Name & Signature: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_



**FORM D (Indicative format)**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**Regulation 7(3) - Transactions by Other connected persons as identified by the company**

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoter / KMP/ Directors/ Immediate relative/ others etc)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of Shareholding	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc)	No.	Pre transaction	Post transaction
1	2	3	4	5	6	7	8

Date of allotment advice/ acquisition of shares/ sale of shares, specify		Date of intimation to Company	Mode of acquisition (market purchase/ public rights/ preferential offer/ off market/ Inter se transfer etc)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
From	To			Buy		Sell		
				Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	Value	
9	10	11	12	13	14	15	16	17

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Name & Signature:

Designation:

Date:

Place: