



VISHNU PRAKASH R PUNGLIA LIMITED

ENGINEER, CONTRACTOR & DESIGNER
An ISO 9001: 2015 Certified Company

VISHNU PRAKASH R PUNGLIA LIMITED

Code Of Conduct To Regulate, Monitor And Report Trading By Designated Persons And Their Immediate Relatives

CIN: U45203MH2013PLC243252

Corporate office: B-31/32, Second Floor, Industrial Estate, New Power House Road, Jodhpur-342003, Rajasthan

Telephone: 0291-2434396, Email: info@vprp.co.in, accounts@vprp.co.in

Reg. Office – Unit No. 3, 5th Floor, B Wing, Trade Star Premises Co-Operative Society Limited, Village Kondivita, Mathuradas VasANJI Road, Near Chakala Metro Station, Andheri (East), Mumbai 400059 Maharashtra



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1. Introduction

Trading in securities of a company by Designated Persons and their Immediate Relatives based on Unpublished Price Sensitive Information erodes the investors' confidence in the integrity of the management and is unhealthy for the capital markets. To put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework relating thereto, the Securities and Exchange Board of India ("SEBI") has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended ("Insider Trading Regulations"). In compliance with Regulation 9 of the Insider Trading Regulations, the board of directors of Vishnu Prakash R Punglia Limited has adopted this Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives ("Insider Trading Code" or "Code"). This document embodies the Insider Trading Code to be followed by the Company effective from the commencement of listing and trading of the equity shares of the Company on the stock exchange(s), i.e. BSE Limited or the National Stock Exchange of India Limited, in accordance with applicable laws.

2. The Principles And Obligation:

The Company endeavors to preserve the confidentiality of unpublished price sensitive information ("UPSI") and to prevent misuse of such information.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 Promoter and Person who is part of Promoter Group, Directors and Designated persons of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No Promoter and Person who is part of Promoter Group, Director/Key Managerial Personnel /Senior Management Personnel/ other designated persons and their immediate relatives shall use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

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To achieve these objectives, Vishnu Prakash R Punglia Limited (*hereinafter referred to as "The Company"*) hereby notifies that this code of conduct is to be followed by all Promoter and Persons who are part of Promoter Group, Directors/ other Designated Persons and their immediate relatives of the company.

3. Definitions:

"Act" means the Securities and Exchange Board of India Act, 1992 as amended from time to time.

"Board" shall mean the board of directors of the Company.

"Company" shall mean Vishnu Prakash R Punglia Limited.

"Code" or **"Code of Conduct"** means this "Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives" as amended from time to time.

"Compliance Officer" means any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Insider Trading Regulations, 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 under the Insider Trading Regulations under the overall supervision of the Board.

Explanation – For the purpose of this definition, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e., balance sheet, profit and loss account, and statement of cash flows.

"Connected Person" means:

a) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including the following, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access:

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- by reason of frequent communication with its officers; or
- by being in any contractual, fiduciary or employment relationship;
- 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.

b) Deemed to be a Connected Person: Without prejudice to the generality of clause (a) above, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:

- An Immediate Relative of Connected Persons (defined under clause (a) above);
- A holding company or associate company or subsidiary company;
- An intermediary as specified in Section 12 of the Act or an employee or director thereof;
- An investment company, trustee company, asset management company or an employee or director thereof;
- An official of a Stock Exchange or of clearing house or corporation;
- 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;
- A member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013, as amended ("**Companies Act, 2013**");
- An official and/or employee of a self-regulatory organization recognized or authorized by the SEBI;
- A banker of the Company; or
- A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than 10%, of the holding or interest.

"**Contra Trade**" means a trade or transaction which involves buying or selling any number of Securities of the Company and within 6 months, trading or transacting in an opposite transaction involving selling or buying following the prior transaction.

"**Designated Persons**" means:

- a) Directors of the Company;

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- b) Promoters of the Company;
- c) Chief Executive Officer and employees up to two levels below the Chief Executive Officer of the Company and its Material Subsidiary, if any, irrespective of their functional role in the Company or ability to have access to UPSI or functional heads of the different departments of the Company;
- d) Key Managerial Personnel;
- e) Such employees of the Company who have access to unpublished price sensitive information such as all employees in the Finance & Accounts, Legal, Secretarial & Compliance, Investor Relations, Communications and Media Communications departments;
- f) Any support staff of the Company such as IT staff or secretarial staff who have access to UPSI; and
- g) Any other Employee as may be designated by the Compliance Officer in consultation with the Managing Director or Chief Executive Officer or Chief Financial Officer of the Company considering the objectives of the Code, who is reasonably expected to have access to UPSI relating to the Company.

The Designated Person shall include their respective Immediate Relatives.

"Generally Available Information" means information that is accessible to the public on a non-discriminatory basis;

In this regard, information published on the website of the Stock Exchanges where the Equity Shares of the Company are listed as well as on the website of the Company would ordinarily be treated as generally available

"Immediate Relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

Note – This is to clarify that "spouse" of a person is presumed to be an "Insider" even if he or she is not dependent financially on such person or does not consult such person in taking decisions relating to trading in Securities

"Informant" shall have the same meaning assigned to it under the Insider Trading Regulations or any statutory modification thereof for the time being in force.

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“Insider” means any person who is,

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information.

“Key Managerial Person” means person as defined in Section 2(51) of the Companies Act, 2013

“Promoter” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any statutory modification thereof for the time being and from time to time in force:

“Promoter Group” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any statutory modification thereof for the time being and from time to time in force.

I.18. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof;

“Trading” means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and “trade” shall be construed accordingly.

“Trading Day” means a day on which the recognized stock exchanges are open for trading;

“Trading Window” means the period during which trading may be carried out in Company’s Securities by the Designated Persons.

“Trading Plan” OR “TP” means a plan for dealing in Securities of the Company for a period not less than 12 months by an insider.

“Unpublished Price Sensitive Information” OR “UPSI” means any information, relating to a company or its Securities, directly or indirectly, that is not generally available which upon

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becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily including but not restricted to, information relating to:

- a) financial results,
- b) dividends,
- c) change in capital structure,
- d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions,
- e) changes in key managerial personnel, and/or
- f) Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time.

Words and/or expressions used and not defined in these code 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), SEBI (Prohibition of Insider Trading) Regulations, 2015, or the Companies Act, 2013 (18 of 2013) and Rules and Regulations made there under, as amended from time to time, shall have the meaning as defined under the said Act and/or Regulations.

4. Compliance Officer:

- a) The Compliance Officer is responsible for compliance of policies, procedures, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in the Insider Trading Regulations under the overall supervision of the Board.
- b) The Compliance Officer shall maintain records of Designated Persons and any changes made to the list of Designated Persons, all the declarations submitted in the appropriate form given by the Designated Persons
- c) The Compliance Officer shall ensure proper assistance to all the employees / directors of the Company in addressing any clarifications regarding the Insider Trading Regulations and this Code.
- d) The Compliance Officer shall implement punitive measures or disciplinary action prescribed for any violation or contravention of this Code.

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e) The Compliance Officer shall report to the Board and in particular, shall provide reports to the chairman of the audit committee, if any, or to the chairman of the Board at such frequency as may be stipulated by the Board, but not less than once in a year.

f) The Compliance Officer shall perform all such duties as provided in the Insider Trading Regulations and as may be prescribed by SEBI, from time to time.

5. **Preservation Of Unpublished Price Sensitive Information:**

The Designated Persons and Immediate Relatives of Designated Persons shall maintain confidentiality of all Unpublished Price Sensitive Information and shall not communicate, provide, or allow access to any Unpublished Price Sensitive Information relating to the Company, to any person including other insiders except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations in accordance with the Code for Fair Disclosure of Unpublished Price Sensitive Information.

No person shall, either on his own behalf or on behalf of any other person, trade in the securities of the Company when in possession of any unpublished price sensitive information.

No person shall communicate, counsel or procure directly or indirectly any unpublished price sensitive information to any person, who, while in possession of such unpublished price sensitive information deal in the securities of the company.

Designated Persons shall maintain the confidentiality of all Price Sensitive Information. They shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of the securities of the company.

Any person in receipt of UPSI pursuant to a Legitimate Purpose shall be considered an Insider for purposes of this code and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the Insider Trading regulations.

If an inquiry has been initiated by the Company in the event of a leak of UPSI or suspected leak of UPSI, the Insider, relevant Intermediaries and Fiduciaries shall co-operate with the Company in connection with such inquiry conducted by the Company.

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6. INFORMATION TO BE PROVIDED ON A NEED TO KNOW BASIS:

Unpublished price sensitive information is to be handled on a "need to know" basis, Unpublished price sensitive information 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 rise to a conflict of interest or appearance of misuse of the information.

If, in the performance of duties, it becomes necessary for the Employee to disclose any price sensitive information to any person outside the Company, e.g., Advisors, Auditors, Consultants, Merchant Bankers, Share Transfer agent etc., the Employee shall inform the Compliance Officer or head of his department, who in turn inform the Compliance officer, of the Price Sensitive Information proposed to be disclosed and shall ensure that the concerned Advisor, Auditor, Consultant, Merchant Banker, Share transfer agent, etc., executes a Non-Disclosure Agreement with the Company in such format as may be prescribed by the Company.

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

No Insider shall communicate Unpublished Price Sensitive Information to any other person except on a need-to-know basis for furtherance of the Insider's legitimate purposes by permitting such other person to cross the Chinese Wall and enter the "Inside Area"

7. Prevention Of Misuse Of "Price Sensitive Information" And Trading Window

All Designated Persons and their Immediate Relatives shall be subject to Trading restrictions enumerated herein. As a general overriding rule, no Insider shall trade in Securities of the Company when in possession of UPSI. When a person who is in possession of UPSI, has traded in Securities, his trades would be presumed to be motivated by the knowledge and awareness of such information in his possession.

TRADING PLAN:

(a) Importance of Trading Plan

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- All Insiders may formulate a Trading Plan ('TP') and the same, if formulated, shall be approved by the Compliance Officer subject to compliance of Code and Insider Trading Regulations.
- By virtue of Trading Plan, the Insider can plan for trades to be executed by him/her in future.
- No pre-clearance would be required for dealing in the securities of the Company once the Trading Plan gets approved.
- The Trading Window restrictions and restrictions on contra trade shall also not be applicable for trades carried out in accordance with an approved Trading Plan.

(b) Requisites of Trading Plan

- Trading pursuant to a Trading Plan shall commence on expiry of six months from the date of public disclosure of the Trading Plan.
- Trading as per TP shall not take place between 20th trading day prior to the last day of the financial period for which the results are required to be announced by the Company and 2 (two) trading days after the disclosure of such financial results.
- Designated Person shall give one Trading Plan at a time and the same shall not be for a period of less than 12 months i.e. there cannot be any overlapping of Trading Plans.
- Trading Plan shall set out either the value of trades or the number of securities to be traded, along with specific dates and time intervals and the nature of the trade.
- Trading on the basis of Trading Plan should not lead to market abuse.

(c) Approval of Trading Plan

- The Compliance Officer shall review the Trading Plan to assess whether such plan has any potential for violation or is in violation of the Insider Trading Regulations and shall be entitled to seek such express undertakings as may be considered necessary including but not limited to the effect that the applicant is not in possession of UPSI.
- On the basis of such assessment, the Compliance Officer shall within 15 days of the receipt of Trading Plan, approve or disapprove any Trading Plan so submitted.

In case of dis-approval the Compliance Officer shall record the reasons for the same.

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(d) Notification to Stock Exchange(s)

The Compliance Officer shall notify the particulars of the approved Trading Plan to the stock exchange(s) where its securities are listed.

(e) Execution of Trading Plan

- Trading Plan once approved shall be irrevocable and has to be mandatorily implemented without any deviation.
- The implementation of the Trading Plan shall be deferred if any UPSI in possession of Insider at the time of formulation of the plan has not become generally available at the time of commencement of implementation of such plan.

TRADING WINDOW:

All Designated Persons and their immediate relatives shall trade in the securities of the Company only during a specific trading period called "Trading Window" to be specified by the Company.

All Designated Persons and their immediate relatives shall be prohibited to trade in the Securities of the Company during the time the information referred to in sub-clause (ii) below is unpublished and during the period the Trading Window is closed. It shall be the responsibility of the Designated Persons to inform their Immediate Relatives of Trading window period closures.

The trading window shall remain closed at the time of:

- (a) Declaration of financial results (quarterly, half-yearly and annually).
- (b) Declaration of dividends (interim and final).
- (c) Issue of securities by way of public/rights/bonus etc.
- (d) Any major expansion plans or execution of new projects.
- (e) Amalgamation, Mergers, Takeovers and buy-back.
- (f) Disposal of whole or substantially whole of the undertaking.
- (g) Any changes in policies, plans or operations of the company.

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(h) Such other information as specified by under applicable law, rules and regulations and ascertained by the Compliance Officer for this purpose.

The Trading Window shall remain closed from the end of every quarter till 48 hours of publication of the financial results for the said quarter.

The timing for closure and re-opening of the Trading Window, in all other cases shall be determined by the Compliance Officer, in consultation with Managing Director, 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 48 hours after the information becomes generally available.

The Compliance officer may in consultation with the Managing Director, determine that the Trading Window may be closed for any specific designated person(s) or class of Designated person(s) for any period as may be required.

The Trading window restrictions shall not apply in respect of transactions (a) specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of the Insider Trading Regulations¹ and in respect of a pledge of shares for a bona fide purpose such as raising of funds, subject to preclearance by the Compliance Officer and compliance with the respective regulations made by SEBI; (b) which are undertaken in accordance with respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.

Note: Clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of the Insider Trading Regulations provide specify (i) off market transfer between insiders who were in possession of the same UPSI, subject to the conditions specified therein; (ii) transaction was carried out through the block deal window mechanism between persons who in possession of the UPSI, subject to the conditions specified therein; (iii) transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction; (iv) transaction in question was undertaken pursuant to the exercise of stock options subject to the conditions specified therein; and (v) trades were pursuant to a trading plan set up in accordance with the Insider Trading Regulations. Please refer to the Insider Trading Regulations for further details.

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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.

8. Pre - Clearance Of Trades

- i. All Designated Persons of the Company, who intend to trade in the Securities of the Company (either in their own name or in the name of any Immediate Relative) i.e., buy or sell securities, and if the value of the Securities likely to be traded, whether in one transaction or a series of transactions, over any calendar quarter, aggregates to a traded value in excess of an amount as decided by the Board, will have to make an application to the Compliance Officer in the prescribed form (**Form F**) given in this Code for pre-clearance of the transaction, indicating the estimated number of Securities that they intend to trade and such other details specified and also declare that the application is not in possession of UPSI
- ii. Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. The Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate
- iii. The restrictions contained in this clause shall also apply to Immediate Relatives in respect of which the concerned Designated Person shall be responsible for the compliance under this Code.

9. Other Restrictions:

Following additional restrictions shall apply wherein pre-clearance for the trade has been sought by Designated Persons:

- a) All the pre-approved trades shall in respect of the Securities of the Company be executed within seven Trading Days after the approval of pre-clearance is given, failing which, fresh pre-clearance for trades to be executed shall be obtained.

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b) The Concerned Persons shall disclose to the Company in the prescribed Form (Form E) the number of Securities acquired or disposed of for which pre-clearances is obtained within two Trading Days of such transaction.

c) The Concerned Persons shall disclose to the Company in the prescribed Form (Form E) the number of Securities not traded including reasons for such decision for which pre-clearances was obtained within 2 Trading Days of transaction / Trading in Securities of the Company/ end of 7 Trading Days from preclearance approval.

d) The disclosures to be made by any person under this Code shall include those relating to Trading by such person's Immediate Relatives, and by any other person for whom such person takes Trading decisions.

e) 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 it is permitted by law for the time being in force.

f) Any Designated person who is permitted to trade shall not execute a Contra Trade within six months. In case any Contra Trade is executed, inadvertently or otherwise, in violation of the restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act. This shall not be applicable for trades done in pursuance of a valid and approved trading plan and trades done pursuant to exercise of employee stock options.

g) The Compliance Officer may be empowered to grant relaxation from strict application of such restriction, in the prescribed form (Form G), for reasons to be recorded in writing provided that such relaxation does not violate the Insider Trading Regulations.

10. Reporting Requirements For Transactions In Securities:

a) Initial Disclosures

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- i. Every person on appointment as a Director or Key Managerial Personnel of the Company or upon becoming a Promoter or member of the Promoter Group shall disclose his/ her 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 in the prescribed in **Form B**.

b) Continual Disclosures

- i. Every Promoter, member of the Promoter Group, Designated Person and Director shall disclose to the Company, in the prescribed Form (**Form C**) 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 Rs. 10,00,000 (Rupees Ten Lakhs) or such other value as may be specified by the Compliance Officer, from time to time.
- ii. The disclosure shall be made within two Trading Days of: (i) the receipt of the disclosure, or (ii) from becoming aware of such information. Additionally, disclosure of any incremental transactions after any disclosure under this sub-clause, shall be made when the transactions effected after the prior disclosure cross the threshold specified in sub-clause (i) above.
- iii. Every Designated Person of the Company shall within 30 days of the beginning of every financial year, disclose to the Company in the Prescribed Form (**Form H**) prescribed details and the holding of such Securities as at the end of the financial year and the details of each purchase / sale of shares or voting rights, as the case may be for the Securities during the financial year so ended. Any change in information provided earlier (other than holding of Securities) shall be informed within 30 days of such in Form H.
- iv. The Company may, at its discretion, require any other Connected Person(s) to make disclosure of holdings and Trading in Securities of the Company in the prescribed form (Form D) and at such frequency as may be determined by the Compliance Officer.
- v. Further, pursuant to SEBI circular SEBI/HO/ISD/ISD/CIR/P/2020/168 dated September 9, 2020, SEBI has implemented system driven disclosures (SDD) for member(s) of promoter group and Designated Person(s) in addition to the promoter(s) and director(s) of a company under Regulation 7(2) of the Insider Trading Regulations, with effect from October 1, 2020. Therefore, manual disclosure under this sub-clause is no longer mandatory from April 1, 2021.

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Telephone: 0291-2434396, Email: info@vprp.co.in, accounts@vprp.co.in

Reg. Office – Unit No. 3, 5th Floor, B Wing, Trade Star Premises Co-Operative Society Limited, Village Kondivita, Mathuradas Vasanji Road, Near Chakala Metro Station, Andheri (East), Mumbai 400059 Maharashtra



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- vi. System driven disclosures shall pertain to Trading in equity shares and equity derivative instruments i.e., futures and options of the Company by member(s) of promoter group and Designated Person(s) in addition to the promoter(s) and director(s) of the Company. The Company shall provide the information relating to member(s) of promoter group, directors and designated person(s) including their PAN number to the designated depository, which shall share the information including incremental changes with other depositories. The designated depository shall share the information with Stock Exchanges, thereby Stock Exchanges will identify the transactions carried out on their Trading system of the Company. If disclosure is triggered under the Insider Trading Regulations, the Stock Exchanges shall disseminate the same on their websites on T+2 day basis. The depositories and Stock Exchanges shall make necessary arrangements such that the disclosures pertaining to the Insider Trading Regulations are disseminated on the websites of respective Stock Exchanges.

c) Disclosures by the Company to the Stock Exchange(s)

- i. Within two Trading Days of the receipt of intimation under Clause 10(b)(i) the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- ii. The Compliance officer shall maintain records of all the declarations in the appropriate form given by Designated Persons for a minimum period of five years. Company can maintain disclosures in physical / electronic mode in the prescribed form (**Form A**).

11. Submission Of Information:

(i) All Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available of the following persons to the Compliance Officer of the company on an annual basis and as and when the information changes:

- (a) immediate relatives
- (b) Phone, mobile and cell numbers which are used by them

12. Protection of Informants that submit a Voluntary Information Disclosure Form

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- a. The Insider Trading Regulations have been amended to include Chapter IIIA (containing Regulations 7A to 7M) providing detailed guidelines for a person to voluntarily submit to SEBI a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under the Insider Trading Regulations, regardless of whether such person(s) satisfies the requirements, procedures and conditions to qualify for a reward.

For a detailed understanding of the provisions of Chapter IIIA, a reference may be to the Insider Trading Regulations, however, attention is drawn to the following in particular.

- b. Definitions:

'Informant' means an individual(s), who voluntarily submits to SEBI a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under Insider Trading regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward.

'Reward' means any gratuitous monetary amount for which an Informant is declared eligible as per the provisions of the SEBI PIT Regulations.

'Voluntary Information Disclosure Form' means the form prescribed under Schedule D of the SEBI PIT Regulations to be used by an Informant while submitting Original Information to the Office of Informant Protection of SEBI.

Words and expressions used in this Clause 15 but not defined specifically shall have the same meanings respectively assigned to them in the SEBI PIT Regulations.

- c. Any employee who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by SEBI or he or she is eligible for a Reward under the SEBI PIT Regulations, shall have suitable protection against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against, by reason of: (i) filing a Voluntary Information Disclosure Form under the SEBI PIT Regulations; (ii) testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner

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aiding the enforcement action taken by SEBI; or (iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from co-operating with SEBI in any manner.

For the purpose of this clause, "employee" shall mean any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under the SEBI PIT Regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

- d. Nothing in the SEBI PIT Regulations or this Code shall require the employee to establish that, (i) SEBI has taken up any enforcement action in furtherance of information provided by such person; or (ii) the information provided fulfils the criteria of being considered as an Original Information under the SEBI PIT Regulations.
- e. Nothing in the SEBI PIT Regulations or this Code shall prohibit any Informant who believes that he or she has been subject to retaliation or victimisation by his or her employer, from approaching the competent court or tribunal for appropriate relief.
- f. Notwithstanding anything contained in sub-clause (e) above, nothing in the SEBI PIT Regulations will require SEBI to direct re-instatement or compensation by an employer.
- g. Nothing in the SEBI PIT Regulations or this Code shall diminish the rights and privileges of or remedies available to any Informant under any other law in force.
- h. Any term in an agreement (oral or written) or this Code, is void in so far as it purports to preclude any person, other than an advocate, from submitting to SEBI information relating to the violation of the securities laws that has occurred, is occurring or has a reasonable belief that it would occur.
- i. No employee is under any threat or impeded from communicating with the Board, including due to existence or enforcement of a confidentiality agreement (other than agreements related to legal representations of a client and communications there under) with respect to such communications.

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- j. No employee is required to notify his / her employer or any other person of any Voluntary Information Disclosure Form filed with SEBI or to seek its prior permission or consent or guidance of any person engaged by the employer before or after such filing.
- k. Nothing in the SEBI PIT Regulations shall be deemed to provide any amnesty or immunity to an Informant for violation of securities law.

13. Maintenance Of Structured Digital Database:

- a. The Compliance Officer shall maintain a Structured Digital Database containing the nature of UPSI, the names of such persons with whom information is shared along with the PAN or any other identifier authorized by law where PAN is not available and other prescribed details.
- b. Every Designated Person or his/her Immediate Relative who is/ are in receipt UPSI or who shares UPSI regarding the Company or its Securities pursuant to Legitimate Purpose or for any other purpose as provided in this Code and/or the Insider Trading Regulations, shall inform to the Compliance Officer the nature of UPSI shared including, their name, Permanent Account Number, nature of UPSI and such other details as may be required to maintain the Company's digital database under the Insider Trading Regulations.
- c. The said digital database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

14. Penalty For Contravention Of Code Of Conduct:

- a) 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/ Immediate Relatives). 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.

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b) The Compliance Officer shall report all the breaches of this Code to the Board. In the event of a breach of the Insider Trading Regulations, the Company shall promptly inform the Stock Exchanges where Securities of the Company are traded, in such form and manner as may be specified by SEBI from time to time.

c) Designated Persons who violate the Code may also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery as may be determined by Company Secretary / Managing Director / Board. Any amount collected under this shall be remitted to SEBI for credit to the Investor Protection and Education Fund ("IPEF") administered by SEBI under the Act.

d) As per Regulation 4(2) of SEBI (Investor Protection and Education Fund) Regulations, 2009, such amounts shall be credited to the IPEF through the online mode or by way of a demand draft (DD) in favour of SEBI – IPEF payable at Mumbai. The bank account details of SEBI – IPEF for online transfer is given below:

Name of Beneficiary	SEBI – IPEF
Bank Name	Bank of India
Bank Branch	Bandra Kurla Complex (BKC)
Account Number	012210210000008
IFSC Code	BKID0000122

15. **Amendment To Code Of Conduct:**

Any amendment in the Code shall be approved by the Board. The Board shall have the right to review and/or withdraw and / or amend any part of this Code or the entire Code, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. Any subsequent amendment / modification in the Act and the Insider Trading Regulations and / or any other laws in this regard shall automatically apply to this Code.

16. **Savings Clause:**

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If any rules under the code are in conflict with or inconsistent with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, then the SEBI (Prohibition of Insider Trading) Regulations, 2015 as modified/ amended from time to time, shall prevail and shall deemed to have been included in this code.

17. Disclosures:

This Code and any amendment thereof will be published on the Company's official website and formulation and publication of the same shall be confirmed to the Stock Exchange(s) where the Securities of the Company are listed.

18. Clarifications:

Any questions and clarifications relating to this Policy should be addressed to the Compliance Officer at compliance@vprp.co.in

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FORM A

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(1)(a) read with Regulation 6(2) – Initial Disclosure – Details of Securities Holding]**

Name of the Company: _____

ISIN of the Company: _____

Details of Securities held by Promoter, member of the Promoter Group, Key Managerial Personnel or Director and other such person(s) as mentioned in Regulation 6(2).

Name, PAN No., CIN/ DIN & address with contact nos.	Category of Person(s) (Promoters/ Members of Promoter Group/KMP/ Directors/ Immediate Relatives/ others etc.)	Securities held as on the date of Insider Trading Regulations/ Code coming into force		Open Interest of the Future Contracts held as on the date of Insider Trading Regulations/ Code coming into force			Open Interest of the Options Contracts held as on the date of Insider Trading Regulations/ Code coming into force		
		Type of Security (for eg. Shares, Warrants, Convertible Debentures etc.)	No.	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

Notes: "Securities" shall have the meaning as defined under Regulation 2(1)(i) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

In case of options, notional value shall be calculated based on premium plus strike price of options.

Signature:

Name:

Designation:

Date:

Place:

FORM B**SEBI (Prohibition of Insider Trading) Regulations, 2015****[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/ Promoter/ Member of Promoter Group]**

Name of the company: _____

ISIN of the Company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoter/member of Promoter Group/ KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of Security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements etc)	No.	
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, as amended.

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming promoter/member of the promoter group		
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

Date:
Place:

Signature :
Name :
Designation :

Annexure to Form B

Name
Employee Code :

Sr. No	Particulars	Name	PAN & Address	Phone and mobile number used by persons	No. and % of total Shareholding	Whether financially dependent or consults you for trading decisions (Y/N)
1.	Spouse					
2.	Father					
3.	Mother					
4.	Spouse's Father					
5.	Spouse's Mother					
6.	Son					
7.	Son's Wife					
8.	Daughter					
9.	Daughter's husband					
10.	Brother					
11.	Sister					
12.	Spouse's Brother					
13.	Spouse's Sister					
14.	If you are member of Hindu Undivided					

15.	Name of persons with whom material financial relationship* is shared					
-----	--	--	--	--	--	--

**“material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding 12 months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.*

		Entitleme nts etc.)		Entitleme nts Etc.)			Invoke)	Debentures , Rights Entitlemen ts Etc.)						
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: "Securities" shall have the meaning as defined under regulation 2(1)(I) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.
Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

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

Name:

Signature:

Designation:

Date:

Place:

FORM D
SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by other connected persons as identified by the Company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the Company	Connection with Company	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.)	Exchange on which the trade was executed
		Type of security For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements Etc.)	No	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements Etc.)	No. and % of Shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: “Securities” shall have the meaning as defined under Regulation 2(1)(I) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended
Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

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

Name:

Signature:

Date:

Place:

FORM E
FORM FOR DISCLOSURE OF TRANSACTIONS

[as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Clause 7(b),7(c), 8(b) of Code of Conduct to regulate, monitor and report trading by Insiders]

(To be submitted within two days of transaction / trading in securities of the Company/end of 7 trading days from pre-clearance approval)

To
The Company Secretary/Compliance Officer
Vishnu Prakash R Punglia Limited
Unit No. 3, 5th Floor, B Wing, Trade Star Premises Co-Opeartive
Society Limited, Village Kondivita, Mathuradas VasANJI Road, Near
Chakala Metro Station, Andheri (East), Mumbai 400059 Maharashtra

Pre-Approval Reference No.: _____

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company (Reason _____)
- have bought/sold/subscribed to _____ securities as mentioned below on _____ (date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents if sought for:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months/undertake that no contra trade shall be entered within a period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval (applicable in case of purchase / subscription).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature :

Name and designation:

Date :

FORM F
FORM FOR PRE-CLEARANCE OF TRANSACTIONS:

[as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Clause 6(b)(i)&(ii) of Code of Conduct to Regulate, Monitor and Report trading by Insiders]

To
The Company Secretary/Compliance Officer
Vishnu Prakash R Punglia Limited
Unit No. 3, 5th Floor, B Wing, Trade Star Premises Co-Opeartive
Society Limited, Village Kondivita, Mathuradas VasANJI Road, Near
Chakala Metro Station, Andheri (East), Mumbai 400059 Maharashtra

I intend to sell / purchase securities of the Company, as follows:

Sr. No.	Name of the applicant	
1.	Designation	
2.	Department	
3.	Employee Code No.	
4.	Number and value of securities in the Company held as on date Folio No. / DP ID and Client ID	
5.	Nature of proposed trading	a) Purchase in the open market b) Sale of securities c) Off-Market deal d) Other
6.	Proposed date of trading in securities	
7.	No. of Shares / Debentures proposed to be dealt. Folio No. / DP ID and Client ID where the securities will be credited /debited Nos.
8.	Price at which the transaction is Proposed	
9.	Current Market Price (as on the date of application)	

I hereby apply for the pre-clearance of the transaction(s) referred above. In relation to the above trading, I undertake that:

- i. That I do not have any access nor have I received any "Price Sensitive Information" up to the time of signing this undertaking.
- ii. That in case I have access to or receive "Price Sensitive Information" after the of this undertaking but before the execution of the transaction I shall inform the Compliance Officer of the change in my position and that I would completely refrain from trading in the securities of the Company till the time such information

becomes public.

- iii. That I have not contravened the Code of Conduct (Insider Trading) for prevention of insider trading as notified by the Company from time to time.
- iv. That I have made a full and true disclosure in the matter.
- v. That I will go ahead with the transaction only after receiving the required clearance.
- vi. That I will execute the order in respect of the securities of the Company within 7 Trading days after the approval of pre- clearance is given, failing which, fresh clearance shall be obtained.
- vii. That I shall inform the Company (in Form E) within 2 days of transaction / trading in securities of the Company/end of 7 trading days from pre-clearance approval the details of the securities traded along with securities not traded (in respect of which pre approval had been obtained).

Signature : _____

Date :

Place :

Confirmation of the immediate senior of the applicant:

I, _____, <Designation>, immediate senior of the applicant Mr. _____ confirm that the applicant is not holding any UPSI at the time of making this application.

Place:

Date:

Signature of Immediate Senior

FORM G

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

[As per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Clause 7(h) of Code of Conduct to Regulate, Monitor and Report trading by Insiders]

To
The Company Secretary/Compliance Officer
Vishnu Prakash R Punglia Limited
Unit No. 3, 5th Floor, B Wing, Trade Star Premises Co-Opeartive
Society Limited, Village Kondivita, Mathuradas Vasanji Road, Near
Chakala Metro Station, Andheri (East), Mumbai 400059 Maharashtra

Through: Department Head

Dear Sir,

I request you to grant me waiver of the minimum holding period of 6 months as required under the Company's' Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives, with respect to _____ securities of the Company held by me/ (name of family dependent)/jointly acquired by me on (date). I desire to deal in the said shares because of the under-mentioned emergency [mention reasons in brief along with supporting documents]

Thanking you
Your faithfully,
Name of Applicant

Designation :

Employee Code No.:

(Signature)

Date:

		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		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Details of trading in derivatives by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	

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

Designation:

Date:

Place:

Annexure to Form H

Name

Employee Code:

Sr. No.	Particulars	Name	PAN & Address	Phone and mobile number by such person	No. and % of total Shareholding	Whether financially dependent or consults you for trading decisions (Y/N)
1.	Spouse					
2.	Father					
3.	Mother					
4.	Spouse's Father					
5.	Spouse's Mother					
6.	Son					
7.	Son's Wife					
8.	Daughter					
9.	Daughter's husband					
10.	Brother					
11.	Sister					
12.	Spouse's Brother					
13.	Spouse's Sister					
14.	If you are member of Hindu Undivided					
15.	Name of persons with whom material financial relationship* is shared					

* **“material financial relationship”** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding 12 months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.