

VEDAVAAG SYSTEMS LIMITED

CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING AND CODE OF FAIR DISCLOSURE

(Effective from April 1st 2019)

This Policy is only an internal code of conduct and one of the measures to avoid Insider Trading. It will be the responsibility of each person covered under the SEBI Insider Trading Regulation to ensure compliance of the SEBI Act, Guidelines and other related statutes.

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CHAPTER-1

INRODUCTION

BACK GROUND:

Pursuant to SEBI (Prohibition of Insider Trading) Regulations 2015 and amended , the Board of directors of the Vedavaag Systems Limited approved the code of conduct via circular resolution held on 29th March 2019 .The code shall be effective from April 1st 2019.

This code supersedes the company's existing code of Prohibition of Insider Trading.

A.OBJECTIVE OF THE POLICY:

To have Uniform Disclosure Policy with respect to disclosures to ensure timely, adequate and accurate disclosure of information is shared on an ongoing basis. The requirements of SEBI Listing and Disclosure Requirements 2015 were also considered while drafting the policy.

B.SCOPE:

The code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the company and to maintain uniformity and fairness in dealing with all the stakeholders .

C.APPLICABILITY

The code is applicable to the following persons.

- 1) Promoters and Directors of the company.
- 2) Key Managerial Personnel
- 3) Full Time employees of the company
- 4)Full time employees of subsidiaries company
- 5)A concern, firm,trust,Hindu Undivided family ,company or association of a person wherein director or his immediate relative or banker of the company has 10% of holding or interest.
- 6)Any other employee who is in opinion of the Board of Directors/Executive Directors of the company, has access to or likely to have access to Unpublished Price Sensitive Information relating to company , either permanently or for a defined period of time.
- 7) Immediate Relative as specified Clause (1) to (5) as specified in clause 8

8) such other persons as defined by SEBI from time to time or any other competent authorities.

D.DEFINITIONS:

ACT:-Act means Companies Act 2013 and rules made there under.

BOARD:Means Securities Exchange Board of India.

COMPANY:Means Vedavaag Systems Limited.

COMPLIANCE OFFICER: Is the company secretary who will report to the Board of Directors of the company for this purpose and shall be responsible for the policies, procedure, maintenance of records , monitoring the adherence of rules and regulations and preservation of Unpublished Price Sensitive Information and Monitoring of trades.

CONNECTED PERSONS:

1)Connected person means a person who has been associated with the company during the six months prior to the concerned Act either directly or indirectly , incapacity including by reason of frequent communication with officers or contractual in nature , fiduciary or employment relationship or by being a Director , officer or employee of the company or holds a position including professional or business relationship with the company either directly or indirectly access any unpublished price sensitive information or reasonably expected to access.

2) 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

(g) 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; or

(h) An official or an employee of a self-regulatory organization recognised or authorised 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 per cent of the holding or interest

3) DEALING SECURITIES: Dealing securities means an act of subscribing , buying, selling or agreeing to subscribe ,buy, sell or deal in any securities by a person either as principal or agent.

4)DESIGNATED PERSONS: means

- (i)Members of Board of Vedavaag Systems Limited
- (ii) Group Management Committee members
- (iii)CEO,Company secretary , CFO
- (iv)Auditors of the Vedavaag systems Limited and their Wholly owned Subsidiaries
- (v) All employees of accounts, Finance, Legal and secretarial department.
- (vi)CEO,CFO and CS of holding and subsidiary company and joint venture
- (vii)Secretaries/Executive Assistants reporting to the Chairman or the Managing; Director/Whole Time Director/CFO/CS;
- (viii) All Departmental Heads of the Company (For eg. Finance Head, Purchase Head, Sales Head etc);
- (ix) Employees of material subsidiaries of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors.
- (x) All promoters of the Company
- (xi) Employees upto two levels below of Chief Executive Officer of the Company and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
- (xii) Any support staff of the Company, such as IT staff or secretarial staff Legal Staff, Finance Staff, Strategy Staff who have access to unpublished price sensitive information.
- (xvi) Such other persons as may be identified by the Compliance Officer.

5)INSIDER:

“Insider” means any person who is:

- (i) Designated person(s) & their immediate relatives
- (ii) a connected person; or
- (iii) in possession of or having access to unpublished price sensitive information.

6)INSIDER TRADING:

Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities by any director of KMP or any other officer of the company either as principal or agent if such director or KMP or any other officer of the company is reasonably expected to have access to any such non-public price sensitive information in respect of securities of the company.

6)KEY MANAGERIAL PERSONS: Means

- a) Chief Executive Officer of the company
- b)The Whole time Director
- c) The Chief finance officer
- d)The Company secretary

7) 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 .

8) 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 modification thereof.

9) 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.

10) TRADING:

Means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities and "trade" shall be construed accordingly. Gifts, Off-market transactions, creation of pledge are also construed as a trade.

11) TRADING DAY

Means a day on which the recognized stock exchanges are open for trading.

12) TAKEOVER REGULATIONS:

Means SEBI (Substantial acquisition of shares and takeover regulations)2011 and amendment thereto.

13) TRADING WINDOW: It refers to the period during which the company securities can be traded by designated persons subject to compliances as provided in this code

14) TRADING WINDOW COMPLIANCES: This includes compliances laid down in the code which are to be followed by the designated persons prior to dealing, while dealing and post dealing with securities including but not limited to preclearance requirements as provided under section 10(6) in this code.

15) UNPUBLISHED PRICE SENSITIVE INFORMATION :

Shall mean 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 include but not restricted to, information relating to the following;

(i) Periodical Financial Results of the Company;

(ii) Intended declaration of dividends (Interim and Final);

(iii) Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;

(iv) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, Disposals, Spin Off or Selling Division of Whole or Substantially Whole of the Undertaking and Expansion of Business and such other transactions;

(v) Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;

(vi) Changes in Key Managerial Personnel;

(vii) Material events in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and

(viii) Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time

CHAPTER-II
RESTRICTION ON COMMUNICATION AND TRADING

E) PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION :

1 Communication or procurement of unpublished price sensitive information:

a) No specified persons shall communicate, provide or allow access to any unpublished price sensitive information relating to the company and its securities whether listed or proposed to be listed to any persons including other insiders except where such communication is in furtherance of legitimate purpose, and in performance of duties or discharge of legal obligations

b) Unpublished price sensitive information to be handled on "need to know basis" i.e. price sensitive information should be disclosed only to those within the company who need the information to discharge their duty.

C) Notwithstanding anything contained herein, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

(i) entail 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;

(ii) not attract 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 interest of the Company and the information that constitutes UPSI 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.

(d) The Board of Directors may also require the parties to execute agreements with confidentiality and non-disclosure obligations on the part of such parties and the parties shall be duty bound to keep such information confidential except for the purpose of point c and shall not otherwise trade in securities of Vedavaag when in possession of UPSI.

F) TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION :

a) No insider shall trade in securities that are listed or proposed to be listed on stock exchange when in possession of unpublished price sensitive information. However the insider may prove his innocence by demonstrating the circumstances including the following.

- 1) the transaction is an off-market inter-se transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;
- 2) in the case of non-individual insiders: –

- the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
 - appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- b) The trades were pursuant to a trading plan submitted by the insider to the CIO.
- c) In case of connected persons the onus of establishing that they were not in possession of Unpublished Price sensitive Information, shall be on such connected Persons.

G) TRADING PLAN:

- (i) An Insider shall be entitled to formulate a trading plan and present to the Compliance officer for approval of public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- (ii) Trading Plan shall :
- (a) Not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan.
 - (b) Not entail trading for the period between the commencement of twentieth 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.
 - (c) Entail trading for a period not less than twelve months
 - (d) Not entail overlap of any period for which another trading plan is already in existence.
 - (e) Not entail trading in securities for market abuse
 - (f) 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.
- (iii) The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of the code and shall seek such undertakings confirming no such violation, as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- (iv) The trading plan once approved is irrevocable and the insider shall mandatorily have to implement the plan without being entitled either to deviate from it or Execute trade in securities outside the scope of trading plan.
- (v) Upon approval of the trading plan, the compliance officer shall notify the plan to stock exchange on which securities are listed.

(H) TRADING WINDOW

- (i) When the trading window is closed, the Designated Persons (including their immediate relatives) shall not trade in the company's securities in such period.
- (ii) The trading window shall be, *inter-alia* closed at the time of:

- (a) Declaration of Financial results
- (b) Declaration of dividends (interim and final)
- (c) Change in capital structure
- (d) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business
- (e) Changes in key managerial personnel
- (f) Material events in accordance with the listing agreement
- (g) Such other time as the Compliance Officer determines that a designated person or class of designated person is reasonably expected to have possession of unpublished price sensitive information.

(iii) The Compliance Officer shall also close the trading window 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.

(iv) The trading window shall be opened 48 (Forty Eighty) hours after the unpublished price sensitive information becomes generally available.

(v) The trading restriction period can also be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.”

(vi) The trading window shall also be applicable to any person having contractual or fiduciary relation with company , such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

(vii) All Designated Person of the Company and their immediate relative(s) shall conduct all their dealings in the securities of the Company only in a valid Trading Window and shall not deal in any transaction involving the purchase or sale of the Company’s securities during the periods when Trading Window is closed as referred above or during any other period as may be specified by the Managing Director / Compliance Officer / Chief Financial Officer from time to time.

(viii) The Compliance Officer shall intimate the closure of Trading Window to all the Designated Person(s) of the Company when he / she determines that a designated person or class of Designated Person(s) 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.

(ix) 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 48 (Forty Eight) hours after the information becomes generally available.

(x) However, subject to the SEBI Act, Rules and Regulations, in case of ESOPs, exercise of options shall be allowed during the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the trading window is closed.

(xi) Creation of pledge is allowed when trading window is closed. However, the pledgor or pledgee may demonstrate that the creation of pledge was *bona fide* and prove their innocence under proviso to sub-regulation (1) of regulation 4 of the Regulations.

I) PRE-CLEARANCE

Preclearance trades

(i) Applicability:

Designated person shall obtain pre-clearance approval as per the procedure prescribed hereunder for any trading in any securities of the company proposed to be undertaken by such designated person. Such pre-clearance approval would be required when the value of securities traded whether one transaction or a series of transactions during financial year aggregates to the traded value in 10 lakhs.

(ii) Preclearance Procedure:

- a) For the purpose of obtaining pre-clearance approval the concerned designated person shall make an application in the prescribed form (Annexure – I) to the compliance officer. Such application should be complete and correct in all respects and should be accompanied by undertakings (annexure-1) declarations, indemnity bonds and other documents/papers as may be prescribed by the compliance officer from time to time. Such application for pre-clearance approval with enclosures to be sent through electronic mail followed by hard copies of all documents.
- b) The compliance officer shall consider the application made as above and shall approve it forthwith preferably on the same working day but not later than the next working day unless he is of the opinion that grant of such an approval would result in a breach of the provisions of the code, or regulations. Such approval/rejections would be conveyed through electronic mode followed by hard copies of the document.
- c) Every approval letter shall be issued in such format (annexure -2) as may be prescribed by the company from time to time. Every approval shall be dated and shall be valid for a period of 7 days from the date of approval.
- d) Designated person shall ensure that the complete execution of every pre-cleared deal in the company's securities as prescribed above not later than 9 days from the date of approval. The designated person shall file within 2 trading days of the execution of the deal, the details of such deal with the compliance officer in such form. In case the transaction is not undertaken, a report to that effect shall be filed (Annexure-3).
- e) If a deal is not executed by the designated person pursuant to the approval granted by the compliance officer within 9 days, the approval so granted shall be deemed to have expired and the designated person shall apply once again to the compliance officer for pre-clearance of the transaction covered under the said approval.

(iii) Other restrictions:

All designated persons who buy or sell securities of the company shall not enter into an Opposite transaction (Contra trade.i.e sell and buy securities during the six months post The previous buy/sell.

- In case the sale of securities is necessitated due to personal reasons or emergency situations , the holding period referred the above may be waived by the compliance officer after recording the reasons in this regard. It may be however noted that in terms of regulations , no such sale will be permitted when trading window is closed.

Chapter-III

DISCLOSURE TRADING BY INSIDERS

(J) INITIAL DISCLOSURE:

- 1) Every promoter, Key managerial personnel and Director of the company, shall disclose his /her holding of securities in the company as on the date these regulations taking effect, to the company within 30 days from the date these regulations taking effect.

The Disclosure is to be made in the format as per annexure-4.

- 2) Every person on appointment as a Key Managerial personnel or Director of company or upon becoming a promoter shall disclose his holding of securities as on the date of appointment or becoming promoter, to the company within 7 days of such appointment or becoming a promoter.

The disclosure is to be made in the format as per annexure 5

(K) CONTINUAL DISCLOSURE :

- 1) Every Promoter, Designated person (including their immediate relatives) and Director shall disclose to the Company in the format set out in Annexure 7 (as prescribed or amended by SEBI, from time to time), the number of such securities acquired or disposed of within 2 (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 Lakh Only) or such other value as may be specified.
- 2) The disclosure shall be made within 2 (two) working days of:
 - (a) The receipt of intimation of allotment of shares, or
 - (b) The acquisition or sale of shares or voting rights, as the case may be.
 - (c) his/her Phone, mobile and cell numbers
 - (d) his/her Permanent Account Number or any other identifier authorized by law

(L) DISCLOSURE BY OTHER CONNECTED PERSONS :

The Compliance Officer at his discretion may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of GAVL as and when he deems fit in order to monitor compliance with these Regulations in the format set out in Annexure 8 (as prescribed or amended by SEBI, from time to time).

The below mentioned people are required to make continual disclosure

- a) Directors and key Managerial Personnel of material subsidiaries and their relatives.
- b) Functional heads of the company and its material subsidiaries and their relatives
- c) Managers in Corporate finance, Consultants, Taxation, secretarial departments of the company and their immediate relatives.
- d) Advisors, Auditors, Tax and management consultants, Whole time legal advisers etc Who is connected in any of such capacities with the company at any time during the past six months.

(M) RECORDS OF DISCLOSURES RECEIVED BY THE COMPANY:

The compliance officer shall maintain records of all disclosures received under K and L for a minimum period of 5 years in the form as required under the regulations.

CHAPTER-IV

CODE OF FAIR DISCLOSURE

(N) PURPOSE:

The Board of Directors of every company, whose securities are listed on Stock Exchange, shall formulate and publish, a code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information as stated in Schedule A of the SEBI (PIT) regulations

Following are the Board principles, practices and procedures which shall be followed for Fair disclosure of UPSI

- 1) Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available. The UPSI will be disclosed publicly through stock exchange
- 2) Uniform and universal dissemination of UPSI to avoid selective disclosure
- 3) Chief executive officer of the company is designated as the Chief Investor relations officer to deal with dissemination of information and disclosure of UPSI.
- 4) Appropriate and fair response to the queries on news reports and requests for verification of market request.
- 5) Handling UPSI on need to know basis.

(O) MINIMUM STANDARDS FOR CODE OF CONDUCT TO CONTROL AND REGULATE, MONITOR AND REPORT TRADING:

Pursuant to clause 9 of the regulations, the following minimum standards are being adopted and code will operate on basis of these standards.

- 1) The Compliance officer shall report to the Board of Directors and in particular, shall provide report to the chairman of the Audit committee, at such frequency as may be stipulated by BOD.
- 2) All the information is to be handled on need to know basis and no UPSI shall be communicated to any persons except in furtherance of the insider legitimate purpose, performance of duties or discharge of his legal obligations. The code shall contain norms for appropriate Chinese walls procedure, and process for permitting any designated person to cross the wall.
- 3) Employees and connected persons on basis of their functional role in the organisation are controlled by the internal code.

- 4) Designated persons may execute their trade subject to compliance with the regulations .The trading window shall be closed when the compliance officer in Consultation with the executive director and/or Chief financial Officer determines that a designated person or a class of designated persons can be reasonably expected to have possession of UPSI .
- 5) The time of reopening trading window shall be determined by the compliance officer in consultation with executive director and/or Chief Financial officer taking into various factors of UPSI.
- 6) When trading window is open , trading by the designated persons shall be subject to preclearance of the compliance officer , in consultation with executive director and/or Chief Financial officer,if the value of the proposed trade is above the threshold limit as specified by the board of Directors.
- (7) The listed company shall have a whistle-blower policy and make employees aware Of such policy to enable employees to report instances of leak of UPSI.
- (8)The timing for re-opening of the trading window shall be determined by the compliance officer 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 forty-eight hours after the information becomes generally available

(8) The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is permitted to trade shall not execute a contra trade. The compliance officer may be 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.

CHAPTER -V

(P) MISCELLANEOUS

(I)PENALTY FOR NON-COMPLIANCE

Any insider who trades in securities in contravention of the provisions of this Code or the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 shall be guilty of insider trading and shall be *inter-alia* liable for punishment and penalty as mentioned in this Code and the Securities & Exchange Board of India Act, 1992, as mentioned below.

1) Designated persons who violate the code shall be subject to disciplinary action by the company which may include freeze , suspension , termination and ineligibility for future participation.

2) Any contravention of the provisions of the code , will be subject to the provisions laid down in the Companies Act 2013, , which interalia provide that such offences shall be punishable with imprisonment for a term which may extend to 5 years or with a fine not less than 25 lakhs but which extend to twenty –five crores or three times the profit made out of Insider trading , whichever is higher or with both.

CONCLUSION:

The Audit Committee of the company shall review compliance with the provisions of these Code and PIT Regulations at least once in a Financial Year and shall verify that the systems for internal control are adequate and are operating effectively.

Any or all provisions of the code would be subject to revision/amendment in accordance with rules, regulations , notifications etc as may be issued by the sttutory authorities from time to time.

Place: Hyderabad

For VEDAVAAG SYSTEMS LIMITED

Date: 29/03/2019

SD
J.Murali Krishna

ANNEXURE-1

SPECIMEN OF APPLICATION FOR PRE-CLEARANCE APPROVAL

Date:

The Compliance Officer

Dear sir,

Subject: Application for pre-clearance

With reference to the Code of Conduct of Vedavaag Systems limited for Prevention of Insider Trading, I hereby give notice that I propose to carry out the following transaction in Vedavaag securities for myself / as Joint Holder / my immediate relative.

1.Name of the applicant		
2. Designation		
3.Number of securities held as on date		
4. DPID/ Folio No/Cleint No		
5. The proposal if for a)Purchase of securities b) Subscription of securities c)Sale of sceurities		
6.Proposed date of dealing in securities		
7.Estimted Number of securities proposed to be acquired/subscribed or sold		
8. Price at which transaction is proposed		
9 current Market price		
10.Whether the proposed transaction id through stock exchange or market deal		
11.Folio No/DP ID/Client ID, where the securities will be credited/debited		

Table:1

Declaration / Undertaking

I ----- of the company residing at -----am desirous of dealing in-----shares of the company as mentioned in my application dated----- for pre-clearance of the transaction.

I further declare that i am not in possession of or otherwise privy of any unpublished price sensitive information (as defined in the company code of conduct for prevention of Insider Trading (the code)up to the time of signing this undertaking.

I further undertake and confirm that

- I am aware that company has in place a code of conduct and Code of fair disclosure and all the employees are invariably required to adhere the same
- I will completely refrain from dealing in securities of the company
 - When having Unpublished Price sensitive Information
 - In violation of trading window compliances

I undertake to submit the necessary report within 2 working days of execution of transaction / a nil report if transaction is not undertaken

If approval is granted i shall execute the deal within 7 trading days of the receipt of approval filing which is shall seek pre-clearance.

I declare that i have made full disclosure in the matter.

Date

Signature

ANNEXURE-II
PRE –CLERANCE APPROVAL

To,

Name-----

Designation-----

Place-----

This is to inform you that your request for dealing in shares of the Company as mentioned in your application dated is approved. Please note that the said transaction must be completed on or before -----date].

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the prescribed forms as per company Code of Conduct for Insider Trading. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Signature: Compliance Officer

Note:

1. *Please provide all the information. Incomplete forms will not be accepted.*
2. *Please ensure that you have not made any opposite transaction within previous 6 months.*

ANNEXURE-III

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of the company)

To,

The Compliance Officer,

Vedavaag Systems Limited,

I hereby that i-----

.Have not bought / sold/subscribed any securities of the company

. Have Bought /sold/ subscribed----- securities as mentioned below in -----date

Name and address and PAN of the holder	No of securities Dealt with	Bought/ sold / subscribed	DPID/Client ID/folio No	Price

I undertake to preserve documents evidencing proof of above transaction for a period of 5 years and produce the same to compliance officer /SEBI when required.

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

I shall not enter into the contra trade within 6 months of such trade.

Signature-----

Name-----

Designation-----

Date-----

ANNEXURE-IV

INITIAL DISCLOSURE UNDER THE INSIDER TRADING CODE OF CONDUCT

Name of the Company:

Details of securities held by Promoter, Key Managerial Personnel (KMP), Director and such other persons as mentioned under section 6(2)

Name, PAN no, CIN/DIN and address with contact numbers	Category of persons (promoters/KMP/Directors/ Immediate relatives	Securities held as on date of regulation coming into force		% of shareholding
		Type of Security (shares Warrants & debentures)	Number	

Note: Securities have been defined under regulation 2(1)(i) of SEBI(Prohibition of Insider Trading) regulations,2015.

Details of open interest in derivative of the company held by promoter, key managerial Personnel, Director and such other person as mentioned in Regulation 6(2).

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 Contract		
Contract Specifications	Contract Specifications	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms

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

Name & Signature: Date:

Notes:

1) Separate disclosures should be made in respect of the immediate relatives. Immediate relatives may include the spouse of a person, a parent, sibling and child of such person or their spouse, any of whom is either dependent financially on such a person, or consults such a person in taking decisions relating to trading in securities.

2) This declaration will include separate details of shares held in the first name, joint names or as a guardian.

ANNEXURE-V

CONTINUAL DISCLOSURE UNDER THE INSIDER TRADING CODE OF CONDUCT

Name of the Company:

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

Name, PAN no, CIN/DIN and address with contact numbers	Category of persons (promoters/KMP/Directors/ Immediate relatives	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held as on date of regulation coming into force		% of shareholding
			Type of Security (shares Warrants & debentures)	Number	

Note: Securities have been defined under regulation 2(1)(i) of SEBI(Prohibition of Insider Trading) regulations,2015.

Details of open interest in derivative of the company held by promoter, key managerial Personnel,Director and such other person as mentioned in Regulation 6(2).

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		
Contract Specifications	Contract Specifications	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms

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

Name & Signature: Date:

Notes:

- 1) Separate disclosures should be made in respect of the immediate relatives. Immediate relatives may include the spouse of a person, a parent, sibling and child of such person or their spouse, any of whom is either dependent financially on such a person, or consults such a person in taking decisions relating to trading in securities.
- 2) This declaration will include separate details of shares held in the first name, joint names or as a guardian.

ANNEXURE-VI

DISCLOSURE UNDER THE INSIDER TRADING CODE OF CONDUCT

Name of the Company:

Details of trading in securities by other connected persons as identified by the company Name, PAN,

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held		Securities acquired				Securities held post acquisition		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of Acquisition (on market /public right preferential offer / off market/ Inter-se transfer etc)
		Prior to acquisition	Type of security (For eg. – Shares, Warrants, Convertible Debenture s etc.)	Type of security (For eg. – Shares, Warrants, Convertible Debenture s etc.)	No.	Value (Rs.)	Transact ion Type (Buy/Sal e/ Pledge/ Revoke/I nvoke)	Type of security (For eg. – Shares, Warrants, Convertible Debenture s etc.)	No. and % of sharehold ing	From	To		

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2). **Not Applicable**

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)	
NA	NA	NA	NA	NA	NA	NA

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

Name & Signature: Date:

Designation: Place:

Notes:

- 1) Separate disclosures should be made in respect of the immediate relatives. Immediate relatives may include the spouse of a person, a parent, sibling and child of such person or their spouse, any of whom is either dependent financially on such a person, or consults such a person in taking decisions relating to trading in securities.
- 2) This declaration will include separate details of shares held in the first name, joint names or as a guardian.

