



# Vaghani Techno-Build Limited

D Wing, Karma Sankalp, Corner of 6<sup>th</sup> and 7<sup>th</sup> Road of Rajawadi, Ghatkopar (East), Mumbai 400077, INDIA  
Board No: +91 22 2501 8800 ~ Fax No: +91 22 2501 8888

## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

### Introduction:

The Securities and Exchange Board of India in adherence of the principles of fair disclosure enumerated under Schedule A of Regulation 8(1) of Chapter IV of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the “SEBI PIT Regulations”) and as per the SEBI notification dated 31 December, 2018, the Board of Directors of Vaghani Techno Build Limited (hereinafter referred to as “the Company”) would follow the practice and procedure as formulated in the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as “UPSI”).

In the above context, in supersession of the previous Code, the Company has formulated this Revised Code of practice and procedure as formulated in the Code of Practices and Procedures for Fair Disclosure of UPSI.

### Objective & Scope:

The Company endeavors to preserve the confidentiality of UPSI, to prevent its misuse. To achieve these objectives and in compliance with aforesaid regulations, the Company has adopted these Code of Practices and Procedures for Fair Disclosure of UPSI.

The Company is committed to timely and accurate disclosure of UPSI to the stock exchanges, to investors and various other stakeholders of the Company. Further the Company shall endeavor to follow the utmost standards of disclosures ensuring the confidentiality and uniform dissemination of UPSI.

### Principles of Fair Disclosure:

A code of practices and procedures for fair disclosure of UPSI is set out below:

1. The Company shall make prompt public disclosure of UPSI that would impact the price discovery of shares/securities as soon as such credible and concrete information comes into being in order to make such information generally available.
2. The Company shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI. In the absence of the Compliance Officer, the Chief Financial Officer or such other person authorized by the Board in this regard shall act as the Chief Investor Relations Officer.



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4. The Company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall make appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company shall ensure that information shared with analysts and research personnel is not UPSI.
7. The company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company shall handle all UPSI on a “need to know” basis and the UPSI should be disclosed only to those within the Company who need the information to discharge their duty.

## Legitimate Purpose & Sharing of UPSI for Legitimate Purpose:

The term “Legitimate Purpose” shall include sharing of UPSI in ordinary course of business by an insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

1. Promoters of the Company
2. Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other auditor as applicable.)
3. Staff Members of the Audit firm/team conducting the Audit firm/team conducting the Audit.
4. Collaborators
5. Lenders
6. Customers
7. Suppliers
8. Bankers
9. Legal Advisors
10. Insolvency Professionals
11. Consultants
12. Any other advisors/consultants/partners

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered as an insider for purpose of SEBI PIT Regulations and such persons are also required to ensure and maintain the confidentiality of UPSI shared with them.



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## Maintenance of Digital Database:

A structured digital database of such persons or entities as the case may be with whom information is shared under this regulation shall be maintained by the Company, which shall contain the following information:

- 1) Name of such recipient of UPSI;
- 2) Name of the Organization or entity to which the recipient represents;
- 3) Postal Address and E-mail ID of such recipient; and
- 4) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

## Amendment:

The Board of Directors of the Company, subject to applicable laws, rules & regulations may amend / substitute any provision(s) with a new provision(s).

The Company will also promptly intimate any amendment to this Code of Corporate Disclosure Practices to the Stock Exchanges, as required under the Regulations. The information filed by the Company with the Stock Exchanges under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall also be posted on the Company's website.

This code shall be applicable w.e.f 1<sup>st</sup> April, 2019.