

The Board of Directors of Vimal Oil & Foods Limited (hereinafter referred to as “**the Company**”) has adopted the following Principles of Fair Disclosure for purposes of ‘Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information’. It shall come into force w.e.f. May 15, 2015.

1. The Company will make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a Chief Investor Relations Officer of the Company to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company will ensure that information shared with analysts and research personnel, if any, is not unpublished price sensitive information.
7. The Company will develop and follow 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 The Company will handle all unpublished price sensitive information on a need to know basis.

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## **1. Introduction:**

In connection with the conduct of insiders on matters relating to trading in shares, the Securities and Exchange Board of India (SEBI) had formulated Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as '**the Regulations**').

Regulation 9 of the Regulations requires inter alia all listed companies to set up an appropriate mechanism and to formulate a code of conduct to regulate, monitor and report trading by its employees & other connected persons towards achieving the compliances and enforce a code of internal procedures and conduct based on the standard specified in **Schedule B** of the Regulation.

Vimal Oil & Foods Limited (hereinafter referred to as '**VOFL**' or '**the Company**') has formulated this Code of Conduct for Regulating, Monitoring and Reporting of trading by Insiders (hereinafter referred to as '**the Code**'). All the Directors, Designated Employee(s), officers and other connected persons of VOFL are governed by the Code.

## **2. Objective:**

The Company shall take all required actions to protect the confidentiality of un-published price sensitive information 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 regulation in force. Every Promoter(s), Director(s), Officer(s), Designated Employee(s), Insider(s) and Connected person(s) 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(s), Director(s), Officer(s), Designated Employee(s), Insider(s) and Connected person(s) show use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

To achieve these objectives, the Company hereby notifies that this code is to be followed by all Promoter(s), Director(s), Officer(s), Designated Employee(s), Insider(s) and Connected person(s) of the Company.

### 3. Definition of terms

In these regulations, unless the context otherwise requires, the following words, expressions and derivations there of shall have the meanings assigned to them as under:–

- (a) **“Act”** means the Securities & Exchange Board of India Act, 1992 (15 of 1992);
- (b) **“Board”** means the Securities and Exchange Board of India;
- (c) **“The Company”** means Vimal Oil & Foods Limited;
- (d) **“Code”** means Vimal Oil & Foods Limited Code of Conduct to Regulate, Monitor and Report Trading by Insiders.
- (e) **“Compliance Officer”** means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors 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 under the overall supervision of the Board of Directors of the Company.
- (f) **“Connected Person”** means,-
  - i. any person who is or has during the six months prior to the concerned resolution been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
  - ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
    - (i) *an immediate relative of connected persons specified in clause (i); or*
    - (ii) *a holding company or associate company or subsidiary company; or*

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- (iii) *an intermediary as specified in section 12 of the Act or an employee or director thereof; or*
  - (iv) *an investment company, trustee company, asset management company or an employee or director thereof; or*
  - (v) *an official of a stock exchange or of clearing house or corporation; or*
  - (vi) *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*
  - (vii) *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*
  - (viii) *an official or an employee of a self-regulatory organization recognized or authorized by the Board; or*
  - (ix) *a banker of the company; or*
  - (x) *a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten percent. of the holding or interest;*
- (g) **“Designated Employees”** includes all employees in the top management cadre (up to the level of General Managers in case of other departments and Assistant General Manager and above in the Finance & Accounts department) and Personal Assistants / Secretaries of the Vice Chairman & Managing Director, Whole-Time-Director, Executive Directors, President/Chief Financial Officer & Head of the Division of the Company and other persons as may be notified from time to time by the Board of Director of the company.
- (h) **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis;
- (i) **“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;
- (j) **"Insider"** means any person who is:
- i. a connected person; or
  - ii. in possession of or having access to unpublished price sensitive information;

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- (k) **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013.
- (l) **“Officer(s) of the Company”** means any director, secretary, or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act including an auditor of the company.
- (m) **“Pre-clearance of Trade”** means prior approval for trading / dealing in the securities of the company.
- (n) **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
- (o) **“Regulations”** means the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (p) **“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;
- (q) **“Specified”** means specified by the Board in writing;
- (r) **“Takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- (s) **“Threshold Limit”** means the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregating to a traded value of ten lakh rupees.
- (t) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;
- (u) **“Trading day”** means a day on which the recognized stock exchanges are open for trading;
- (v) **‘Trading Window’** means the period which is not a ‘Window Close Period’ for trading in the Company’s Securities.

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- (w) "**Unpublished price sensitive information**" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
- i. financial results;
  - ii. Dividend(s);
  - iii. change in capital structure;
  - iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
  - v. changes in key managerial personnel; and
  - vi. material events in accordance with the listing agreement.

**4. Functions, duties and responsibilities of the Compliance Officer:**

The Compliance Officer, subject to the supervision of the Board of Directors shall be responsible for –

- (i) Setting forth policies, procedures, monitoring adherence to the Code and Regulations for the preservation of unpublished price sensitive information, approval of trading plan, pre-clearance of trades and monitoring of trades and implementation of this Code.
- (ii) Maintaining the record of the Promoters, Directors, Key Managerial Personnel, Designated Employee(s) and other connected persons and insiders and incorporate changes from time to time.
- (iii) Assisting all employees in addressing any clarifications in the Regulations or this Code.
- (iv) Advising all Designated Employee(s) not to trade in securities of the Company when the Trading Window is closed.
- (v) Reporting on the compliance and implementation of the Regulations and the Code 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 as and when directed by the Board or Audit Committee.
- (vi) Maintaining a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre clearance of trade.

**5. Preservation of “unpublished Price Sensitive Information”**

- (i) All information is to be handled on a "need to know" basis. It should be disclosed only to those within the Company who need the information to discharge their duty or

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discharge of legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

- (ii) Insider shall maintain the confidentiality of unpublished Price Sensitive Information. Insider shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities, except in the following circumstances.
- a. 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 any regulation and both parties had made a conscious and informed trade decision;
  - b. in the case of non-individual insider(s): –
    - i. 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
    - ii. 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;
  - c. The trades were pursuant to a trading plan.
- (iii) No Insider shall: -
- a. Communicate, provide, or allow access to any unpublished price sensitive information, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
  - b. Notwithstanding anything contained in this regulation, unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would, after signing a nondisclosure obligation by the party or parties shall keep information so received confidential.
    - i. involve an obligation to make an open offer under the takeover regulations where the Board of Directors 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 interests of the company and the information

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that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine.

**6. Trading Plan:**

(i) Designated Employee(s) / Insider(s) shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

(ii) Such trading plan shall-

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

(iii) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek express undertakings that:

- a. the person is not in possession of unpublished price sensitive information; or
- b. he would ensure that any unpublished price sensitive information in his possession becomes generally available before he commences his trades;

or such other undertaking as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. The Compliance Officer may thereafter approve the plan;

(iv) The trading plan once approved shall be irrevocable;



- (v) The trading plan shall not be commenced if any unpublished price sensitive information in possession of the Designated Employee(s) / Insider(s) at the time of formulation of the plan has not become generally available at the time of the commencement; and
- (vi) Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

## **7. Trading Restrictions:**

Save as provided in this Code and the Regulations, no Designated Employee(s) / Insider(s) shall, while in possession of any unpublished price sensitive information, neither trade in the securities of the Company on the basis of unpublished price sensitive information nor pass on such information to any person directly or indirectly by way of making a recommendation for trading in securities of the Company. Every Promoter(s), Director(s), Officer(s), Designated Employee(s), Insider(s) and Connected person(s) shall conduct all their dealings in the securities of the company only in a valid trading window. Insiders shall maintain the confidentiality of all unpublished price sensitive information.

## **8. Trading Window:**

- i. Designated Employee(s) / insider(s) may execute trades subject to compliance with this Code and the Regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the Designated Employee(s)/insider(s). The trading window shall be closed when the Compliance Officer determines that a Designated Employee(s)/insider(s) or class of Designated Employee(s)/insider(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. Designated Employee(s)/insider(s) and their immediate relatives shall not trade in securities when the trading window is closed.
- ii. The notice of closure of Trading Window intimated to the Stock Exchanges, if any, wherever the securities of the Company are listed, by the Compliance Officer, shall be deemed as intimation to the Designated Employee(s)/insider(s) for adherence and compliance with this Code.
- iii. The Compliance officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of

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- the trading window, which shall be forty-eight hours after the information, becomes generally available.
- iv. 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.
  - v. The "Trading Window" shall, inter-alia, remain closed from:
    - a. the date of intimation, to the Stock Exchanges, of the date of Board Meeting/Committee Meeting for declaration /publication of the Annual /Half Yearly /Quarterly financial results or recommendation/declaration of dividend, until 48 hours after the said results/dividend detail is made generally available; and
    - b. the actual date of Board Meeting/Committee Meeting; until 48 hours after the decision is made generally available, wherein, decision is required to be taken on the following matters:
      - Issue of Securities by way of public/ rights/bonus etc. or any change in capital structure;
      - Amalgamation, mergers, de-mergers, takeovers, acquisitions, delistings, disposals and expansion of business, buy-back and such other transactions;
      - changes in key managerial personnel; and
      - material events in accordance with the listing agreement.
  - vi. Trading Window may be closed by the Company during such time in addition to the above period, as it may deem fit by the Compliance Officer.

**9. Pre-clearance of transactions:**

- i. Designated Employee(s)/insider(s) intending to deal in the securities of the Company upto the threshold limit, as defined and provided hereinbefore, may do so without any pre-clearance from the Compliance Officer. In all other cases, they should pre-clear the transactions as per the pre-dealing procedure as provided hereinafter.
- ii. Every Promoter(s), Director(s), Officer(s), Designated Employee(s), Insider(s) and Connected person(s) of the company who intend to deal in the securities of the company in excess of threshold limit, shall apply in the prescribed form to the Compliance Officer for preclearance together with necessary undertakings as prescribed in **Form 'I'** (Appendix-4) along with a statement of holdings at the time of pre-clearance.
- iii. The Compliance Officer shall grant the approval or reject the application within two working days of the receipt of application for pre-clearance.

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- iv. Such persons shall execute the order for which pre-clearance has been obtained within seven working days of such approval. The details of the transaction shall be communicated to the compliance officer within two working days thereof. In case, the person is unable to execute the order within seven working days after the approval, a fresh application for pre-clearance (as mentioned above) shall be made.
  - v. Designated Employee(s)/Insider(s) shall execute their transactions in respect of securities of the Company within seven (7) trading days after the approval of pre-clearance is given failing which the transaction has to be pre-cleared again. Reporting of trades executed or decisions not to trade and recording of such reasons shall be made/done in **Form 'II'** (Appendix-5). They shall not execute a contra trade during the six months following the prior transaction.
  - vi. In case of the Compliance Officer intending to deal in the securities of the Company beyond the threshold limit, the pre-clearance of the Managing Director or in his absence, the Chairman of the Board, will have to be obtained. Similarly in case of emergency Compliance Officer may obtain the waiver from the Managing Director or in his absence, the Chairman of the Board, provided that such relaxation does not violate this Code/ Regulations.
  - vii. The Compliance Officer shall place, before the Managing Director / Whole-Time-Director / Committee of Directors, as and when directed by Managing Director / Whole-Time-Director / Committee of Directors, the details of the dealings in the securities by directors, officers, designated employees and all connected persons and other documents accompanying the applications for pre-clearance.
  - viii. In case a contra trade is 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.

**10. Minimum Holding Period:**

Every Promoter(s), Director(s), Officer(s), Designated Employee(s), Insider(s) and Connected person(s) of the company shall hold their investments in securities of the company including those procured in public offer(s) for a minimum period of 6 months. The holding period shall commence from the date of allotment in case of securities procured in public offer(s) and in other cases from the date of purchase. Under circumstances of personal emergency, such

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persons shall make an application in **Form 'III'** (Appendix-6) to the Compliance Officer requesting a waiver of the holding period, explaining the reason for the same.

The Compliance Officer may on being satisfied as to the urgency of the situation grant the waiver.

**11. Reporting Requirements:**

All Promoter(s), Director(s), Officer(s), Designated Employee(s), Insider(s) and Connected person(s) shall make disclosures to the Company as detailed below:

**i. Initial Disclosure:**

- a. Every promoter, key managerial person and director of the company shall disclose his/her holding of securities of the company as on the date of these regulations taking effect, to the company within 30 days of these regulations taking effect: in **Form 'A'** (Appendix-1);
- b. Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter shall disclose his 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 or becoming a promoter, in **Form 'B'** (Appendix-2).

**ii. Continual Disclosures:**

- a. The Promoters, Directors, Employees of the Company shall disclose to the Company in **Form 'C'** (Appendix-3) unless any other Form is specified by the Board, stating 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, exceeds the threshold limits as defined herein above;
- b. The Company shall notify the particulars of such trading to the stock exchanges on which the securities are listed, as applicable, within two trading days of receipt of the disclosure or from becoming aware of such information.

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- c. The disclosure of the incremental transactions after any disclosure shall be made by persons as specified in (a) above, when the transactions effected after the prior disclosure crosses the threshold specified in this clause.

**Note:**

1. Trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for the purpose of making Initial/Continual disclosures as required in Clause 11 above.
2. Disclosures made under Clause 11 above shall include those relating to trading by such person's immediate relatives and by any other person for whom such person takes trading decisions.

**12. Disclosures by Other Connected Persons:**

The Compliance Officer may, at his/her discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in **Form 'IV'** (Appendix 7) annexed hereto, at such frequency as may be deemed fit, in order to monitor compliance with the Regulations.

The Compliance Officer shall furnish to the Chairman and Managing Director or a Committee specified by the Company all the details of the dealings in the securities of the Company by Directors/Designated Employees of the Company and the accompanying documents such persons had executed under the pre-dealing procedure.

**13. Preservation of disclosures:**

The disclosures made under these regulations shall be maintained by the Compliance Officer, for a minimum period of five years.

**14. Penalty/Punishment For Contravention Of Code:**

Any director, officer and designated employee of the company who trades in securities of the company or communicates any unpublished price sensitive information enabling the trading in securities of the company, in violation/contravention of this code shall be penalised of an amount as may be decided by the Board of Directors.

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Disciplinary action may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, withholding of promotion, etc. and also attracts the penalty specified in SEBI Act, and the Regulations thereof.

In addition to the action which may be taken by the Company, the persons violating the Regulations or this Code shall also be subject to action under SEBI Act. In case of any violation, the Board of Directors shall inform the Board accordingly.

**15. Intimation to SEBI:**

In case it is observed by the Board of Directors that there has been violation of these Regulations, the company shall inform SEBI of such violations for appropriate action. SEBI can initiate necessary proceedings for violation of any of these Regulations.

**16. Prohibition of Insider Trading Under Companies Act 2013:**

The relevant provisions of the Companies Act, 2013 which every person shall comply with is as under:

**Section 195:**

(1) No person including any director or key managerial personnel of a company shall enter into insider trading:

Provided that nothing contained in this sub-section shall apply to any communication required in the ordinary course of business or profession or employment or under any law.

a. ‘Insider trading’ means

i. An act of subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities by any director or key managerial personnel or any other officer of a company either as principal or agent if such director or key managerial personnel or any other officer of the Company is reasonably expected to have access to any non-public price sensitive information in respect of securities of company or

ii. an act counseling about procuring or communicating directly or indirectly any non-public price-sensitive information to any person.

b. “price sensitive information” means any information which relates, directly or indirectly to a company and which if published is likely to materially affect the price of securities of the company.

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- (2) if any person contravenes the provisions of this section, he shall be punishable with imprisonment for a term which may extend to five years or with fine which shall not be less than five lakh rupees but which may extend to twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher or with both.

**17. General:**

The decision of the Board of Directors with regard to any or all matters relating to this Code shall be final and binding on all concerned. The Board of Directors shall have the power to modify, amend or replace this Code in part or full, as may be thought fit from time to time in their absolute discretion.

**18. Clarifications / Enquiries:**

The Compliance Officer may be contacted for any assistance as to the interpretation and application of this Code.

**19. Forms:**

I. Disclosure Forms

|   |            |
|---|------------|
| Form A : Form for Initial Disclosures under clause 11(i)(a).....    | Appendix-1 |
| Form B : Form for Initial Disclosures under clause 11(i)(b).....    | Appendix-2 |
| Form C : Form for Continual Disclosures under clause 11(ii)(a)..... | Appendix-3 |

II. Internal Forms

|  |            |
|--|------------|
| Form I : Application for Pre-Clearance and undertaking.....                                      | Appendix-4 |
| Form II : Reporting of trades executed/decisions not to trade and recording of such reasons..... | Appendix-5 |
| Form III : Application for waiver of minimum holding period.....                                 | Appendix-6 |
| Form IV : Disclosures by Other Connected Persons.....  | Appendix-7 |

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## Form A

(Appendix-1)

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

[Regulation 7 (1) (a) read with Regulation 6 (2) and clause 11(i)(a) of Vimal Oil & Foods Limited: Code of Conduct to Regulate, Monitor and Report Trading by Insiders]

Name of the Company: **Vimal Oil & Foods Limited**

ISIN of the Company: **INE067D01015**

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

| Name, PAN No., CIN/ DIN & address with contact nos. | Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.) | Securities held as on the date of regulations coming into force           |     | % of Share holding | Open Interest of the Future contracts held as on the date of regulations coming into force |                               | Open Interest of the Option Contracts held as on the date of regulations coming into force |                               |
|---|---|---|-----|--------------------|--|-------------------------------|--|-------------------------------|
|   |   | Type of security (For e.g. Shares, Warrants, Convertible Debentures etc.) | No. |                    | Number of units (contracts lot size)   | Notional value in Rupee terms | Number of units (contracts lot size)   | Notional value in Rupee terms |
|   |   |   |     |                    |  |                               |  |                               |

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

Date :  
Place :

Signature :  
Designation :



## Form B

(Appendix-2)

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

[Regulation 7 (1) (b) read with Regulation 6 (2) and clause 11(i)(b) of Vimal Oil & Foods Limited:Code of Conduct to Regulate, Monitor and Report Trading by Insiders]

Name of the Company: **Vimal Oil & Foods Limited**  
ISIN of the Company: **INE067D01015**

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

| Name, PAN No., CIN/<br>DIN & address with<br>contact nos. | Category of<br>Person<br>(Promoters/<br>KMP /<br>Directors/im<br>mediate<br>relatives/othe<br>rs<br>etc.) | Date of<br>appointment<br>of<br>Director/KM<br>P or date of<br>becoming<br>promoter | Securities held<br>at the time of<br>becoming<br>Promoter/<br>appointment of<br>Director/KMP   | % of<br>Share<br>holding | Open Interest of the Future<br>contracts held at the time of<br>becoming Promoter/<br>appointment of<br>Director/KMP |  | Open Interest of the Option<br>Contracts held at the time of<br>becoming Promoter/<br>appointment of<br>Director/KMP |                                     |
|---|---|---|--|--------------------------|--|--|--|-------------------------------------|
|   |   |   |  |                          | Number of<br>Units<br>(contracts lot<br>size)  | Notional<br>value in<br>Rupee<br>terms | Number of<br>Units<br>(contracts lot<br>size)  | Notional<br>value in<br>Rupee terms |
|   |   |   | Type of<br>security<br>(For eg.-<br>Shares,<br>Warrants,<br>Convertible<br>Debentures<br>etc.) | No.                      |  |  |  |                                     |

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

Date :  
Place :

Signature :  
Designation :

## Form C

(Appendix-3)

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

[Regulation 7 (2) read with Regulation 6 (2) and clause 11(ii)(a) of Vimal Oil & Foods Limited: Code of Conduct to Regulate, Monitor and Report Trading by Insiders]

Name of the Company : **Vimal Oil & Foods Limited**  
 ISIN of the Company : **INE067D01015**

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

| Name, PAN No., CIN/ DIN & address of Promoter/ Employee/ Director with contact nos. | Category of Person (Promoter s/ KMP / Directors/ immediate relatives/ others etc.) | Securities held prior to acquisition/ disposal                           |     | Securities acquired/ Disposed   |     | % of Shareholding |                  | Date of allotment advice/acquisition of shares/sale of shares specify |    | Date of intimation to the company | Mode of acquisition (market purchase/ public/right s/ preferential offer/off market/int er-se transfer etc.) | Trading in Derivatives (Specify type of contract, Futures or options etc.) |  |       | Exchange on which the trade was executed |                                       |
|---|--|--|-----|---|-----|-------------------|------------------|---|----|-----------------------------------|--|--|--|-------|--|---------------------------------------|
|   |  | Type of security (For eg.- Shares, Warrants Convertible Debentures etc.) | No. | Type of Security (For eg.- Shares, Warrants, Convertible Debentures etc.) | No. | Pre Transaction   | Post transaction | From  | To |                                   |  | Value  | Number of units (contract size) * lot size | Value |  | No. of units (contract size)*lot size |
|   |  |  |     |   |     |                   |                  |   |    |                                   |  |  |  |       |  |                                       |

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

Date : \_\_\_\_\_  
 Place : \_\_\_\_\_  
 Signature : \_\_\_\_\_  
 Designation : \_\_\_\_\_

## Form I

(Appendix-4)

### FORMAT OF APPLICATION FOR OBTAINING PRE-CLEARANCE APPROVAL

[Clause 9(i) of VIMAL OIL & FOODS LIMITED- Code of Conduct to Regulate, Monitor and Report Trading by Insiders]

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

To,  
The Compliance Officer,  
**Vimal Oil & Foods Limited,**  
4<sup>th</sup> Floor, Heritage,  
Nr. The Grand Bhagwati,  
Sarkhej-Ghandhinagar Highway,  
Ahmedabad – 380 054

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Vimal Oil & Foods Limited Code of Conduct to Regulate, Monitor and Report Trading by Insiders, I seek your approval to purchase/sale/subscribe of the VIMAL OIL & FOODS LIMITED for not more than \_\_\_ securities (having approximately Market value of Rs. \_\_\_ as on the date of application) in the name of \_\_\_\_\_ as per the details given below:

|    |   |  |
|----|---|--|
| 1. | Name of the Designated Person   |  |
| 2. | Designation   |  |
| 3. | Types of Security   |  |
| 4. | Number of securities held as on date of the application                                     |  |
| 5. | Folio No./DP ID/Client ID   |  |
| 6. | Estimated number of securities proposed to purchase/sale/subscribe                          |  |
| 7. | Estimated price at which the transaction is proposed be executed                            |  |
| 8. | Whether the transaction would be through Stock Exchange or off-market deal                  |  |
| 9. | In case of Off-market deal, Folio no./DP ID/Client ID where the securities will be credited |  |

Yours truly,

(Signature of the Designated Person)

(Name of the Designated Person)

**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR OBTAINING  
PRE-CLEARANCE APPROVAL  
UNDERTAKING**

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

To,  
The Compliance Officer,  
**Vimal Oil & Foods Limited,**  
4<sup>th</sup> Floor, Heritage,  
Nr. The Grand Bhagwati,  
Sarkhej-Ghandhinagar Highway,  
Ahmedabad – 380 054

I, .....(name of the Designated Person),..... (designation) of the Company residing at .....(address of the Designated Person) hereby declare that I am not in possession and/or access of any Unpublished Price Sensitive Information as defined under the 'Vimal Oil & Foods Limited - Code of Conduct to Regulate, Monitor and Report Trading by Insiders' (the 'Code of Conduct') upto the date of signing of this Undertaking.

I further declare that in case I have access to any Unpublished Price Sensitive Information after the signing of Undertaking and before the execution of Trade for which Pre-clearance is requested in Form I as prescribed under the Code of Conduct, I shall:

1. Promptly inform the Compliance Officer
2. Refrain from trading in securities of the Company.
3. Apply afresh for obtaining pre-clearance approval from the Compliance Officer of the Company in Form I as prescribed under the Code of Conduct only after two (2) working days of such Unpublished Price Sensitive Information becoming public.

Upon obtaining preclearance for trading in securities of the Company, I undertake to execute the transaction within seven (7) trading days failing which I shall seek pre-clearance from the Company again.

I undertake to submit Form II as prescribed under the Code of Conduct within Two (2) working days of execution of the transaction or a NIL report in case the transaction is not executed.

I declare that I have made true and complete disclosure in the matter.

Yours truly,

(Signature of the Designated Person)  
(Name of the Designated Person)

## Form II

(Appendix-5)

### FORMAT FOR DISCLOSURE OF TRANSACTIONS EXECUTED/NOT EXECUTED AFTER OBTAINING PRE-CLEARANCE

[Clause 9(v) of VIMAL OIL & FOODS LIMITED-Code of Conduct to Regulate, Monitor and Report  
Trading by Insiders]

Date\_\_\_\_\_

To,  
The Compliance Officer,  
**Vimal Oil & Foods Limited,**  
4<sup>th</sup> Floor, Heritage,  
Nr. The Grand Bhagwati,  
Sarkhej-Ghandhinagar Highway,  
Ahmedabad – 380 054

With reference to pre clearance approval granted by the Company to me on \_\_\_\_\_, I hereby inform that I have bought/sold/subscribed \_\_\_\_\_ equity shares of the Company of Rs. \_\_\_\_\_ on \_\_\_\_\_.

In connection with the aforesaid transaction(s), please find enclosed copy of the following for your perusal and records:

Broker's contract note/Proof of payment to the broker or seller or from the broker or purchaser / Extract of bank passbook/statements/ demat transaction statement/ Copy of Delivery instruction slips (applicable in case of sale transactions)

I hereby undertake to preserve the original copy of the above mentioned document(s) and produce to the Compliance Officer/Securities Exchange Board of India, if required in future.

Yours truly,

(Signature of the Designated Person)

(Name of the Designated Person)

Note: After pre-clearance, if the Designated Person opts not to trade in securities should provide the reasons for taking such decision.

## Form III

(Appendix-6)

### APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

[Clause 10 of VIMAL OIL & FOODS LIMITED-Code of Conduct to Regulate, Monitor and Report Trading by Insiders]

Date\_\_\_\_\_

To,  
Compliance Officer,  
**Vimal Oil & Foods Limited,**  
4<sup>th</sup> Floor, Heritage,  
Nr. The Grand Bhagwati,  
Sarkhej-Ghandhinagar Highway,  
Ahmedabad – 380 054

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Vimal Oil & Foods Limited Code of Conduct to Regulate, Monitor and Report Trading by Insiders, I .....(name and designation of the Designated Person) had purchase/sale/subscribe the security ..... (number of securities) of the Company on \_\_\_\_\_ after obtaining pre-clearance granted on \_\_\_\_\_. The details of executed transactions were submitted on \_\_\_\_\_(date) in Form II of the Code of Conduct. I hereby apply for seeking your approval to waive off the time restrictions and permit to execute a contra-trade for .....(number of securities) of the Company due to ..... (valid reason(s) for executing contra trade).

I declare that I am not in possession of any Unpublished Price Sensitive Information (as defined in the Vimal Oil & Foods Limited Code of Conduct to Regulate, Monitor and Report Trading by Insiders) upto the date of this application.

I further declare that in case I have access to any Unpublished Price Sensitive Information after the signing of this application and before executing a contra Trade (if permitted), I shall:

1. Promptly inform the Compliance Officer
2. Refrain from trading in securities of the Company.

Yours truly,

(Signature of the Designated Person)  
(Name of the Designated Person)

Enclosed:

1. Copy of pre-clearance approval
2. Copy of Form I & II

## Form IV

(Appendix-7)

### FORMAT FOR DISCLOSURE BY OTHER CONNECTED PERSONS

[Clause 12 of Vimal Oil & Foods Limited: Code of Conduct to Regulate, Monitor and Report Trading by Insiders]

| Name, PAN No., CIN/DIN & address of Promoter/Employee/Director with contact nos. | Connecti on with the Compan y | Securities held prior to acquisition/disposal                            |     | Securities acquired/ Disposed   |     | % of Shareholding |                   | Date of allotment advice/acquisition of shares/sale of shares specify | Date of intimation to the company | Mode of acquisition (market purchase/public/right s/ preferential offer/off market/int er-se transfer etc.) | Trading in Derivatives (Specify type of contract, Futures or options etc.) |      | Exchange on which the trade was executed |
|--|-------------------------------|--|-----|---|-----|-------------------|-------------------|---|-----------------------------------|---|--|------|--|
|  |                               | Type of security (For eg.- Shares, Warrants Convertible Debentures etc.) | No. | Type of Security (For eg.- Shares, Warrants, Convertible Debentures etc.) | No. | Pre Trans action  | Post trans action |   |                                   |   | Buy  | Sell |  |
|  |                               |  |     |   |     |                   |                   |   |                                   |   |  |      |  |
|  |                               |  |     |   |     |                   |                   |   |                                   |   |  |      |  |
|  |                               |  |     |   |     |                   |                   |   |                                   |   |  |      |  |

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

Date : \_\_\_\_\_ Signature : \_\_\_\_\_  
 Place : \_\_\_\_\_ Designation : \_\_\_\_\_