

VCCL LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORTING TRADING BY INSIDERS

[Under Regulation 9(1) and (2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

I. Introduction

The Board of Directors ('Board') of VCCL Limited ('Company') had earlier adopted the Code of conduct to regulate, monitor and report trading by Insiders pursuant to the provision of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. SEBI has now prescribed new Regulation, namely SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations"). The Company has, therefore, adopted the new Code of Conduct to regulate, monitor and report trading by Insiders (hereinafter referred as 'Code') pursuant to the said Regulation. This Code shall be effective from 15th May, 2015.

II. Objective of the Code

The Code aims to ensure monitoring, regulating, timely reporting and adequate disclosure of Unpublished Price Sensitive Information by the Designated Persons of the Company. Further, it also aims for transparency and fairness in dealing with the stakeholders and also ensuring the adherence to all applicable laws and regulations.

III. Definitions

In this Code, unless the context otherwise requires,

"Code" means this VCCL Limited Code of Conduct for Prevention of Insider Trading, as modified from time to time.

"Compliance Officer" means the Company Secretary of the Company (VCCL) and in his absence any senior officer, designated so and reporting to the Board of Directors of the Company.

"Connected Person" means,-

- (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be Connected Persons unless the contrary is established, -
 - (a) an immediate relative of Connected Persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or

- (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
- (d) an investment company, trustee company, asset management company or an employee or director thereof; or
- (e) an official of a stock exchange or of clearing house or corporation; or
- (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- (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 authorized by the Board; or
- (i) a banker of the company; or
- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

"Designated Person" means-

- (i) Promoters of the Company
- (ii) Board of Directors
- (iii) Key Managerial Personnel
- (iv) All Employees of the Company above the Assistant General Manager and equivalent, and all above the Officer in Finance, Accounts and Secretarial Departments.
- (v) Insiders as defined under the Regulations and/or decided by the Compliance Officer in consultation with the Board, as and when required

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

"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;

"Insider" means any person who is: i) a Connected Person; or iii) in possession of or having access to unpublished price sensitive information;

"Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015.

"Securities" mean securities of VCCL LIMITED, which are Listed / traded on a recognized stock exchange in India and includes

- i) Equity Shares, Preference shares, Warrants, bonds, debentures, or other marketable securities of VCCL Limited.
- ii) rights or interest in such securities;

"SEBI" means the Securities and Exchange Board of India.

"**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities, and "trade" shall be construed accordingly ;

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

"**Trading Window**" means the period during which trading may be carried out in Company's Securities by Connected Person;

"**Unpublished Price Sensitive Information**" – means any information, relating to the 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) dividends
- (iii) change in capital structure
- (iv) mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions
- (v) changes in key managerial personnel
- (vi) material events in accordance with the listing agreement
- (vii) Any such other information which may affect the price of securities

IV. Minimum Standards for Code

1. Preservation of Unpublished Price Sensitive Information

Insider shall maintain the confidentiality of all Unpublished Price Sensitive Information. He/she should not pass such information to any person including the other Insider, unless the other person needs the same for some legitimate business purposes/ performance of duties.

2. Need to Know

Unpublished Price Sensitive Information is to be handled on a "Need to Know" basis, i.e. such information should be disclosed only to those who need the information to discharge their duty.

3. Limited access to Unpublished Price Sensitive Information

Files containing Unpublished Price Sensitive Information or any such related confidential information shall be kept secure. Computer files must have adequate security of login and password and physical files shall be proper locks etc. Files containing confidential information/Unpublished Price Sensitive Information, if not needed, should be deleted / destroyed after being used.

4. Chinese Wall

The Company shall adopt a Chinese wall procedures and processes to prevent the misuse of Unpublished Price Sensitive Information. The Chinese wall procedures and processes shall allow the Designated Persons to use Unpublished Price sensitive Information for the above mentioned purpose, but not restricted to discharge of contractual/statutory obligation and for such other purposes as may be decided by the Compliance Officer in consultation with the Board.

5. Trade in securities when in possession of Unpublished Price Sensitive Information

No Insider shall trade in securities of the company whether listed or proposed to be listed when in possession of unpublished price sensitive information provided that the Insider may prove his innocence by giving valid reasons of the circumstances like

- a. the transaction is an off market transaction inter-se between the promoters who were in possession of the unpublished price sensitive information without breach of promises of regulation 3 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, if such transaction is made for legitimate purpose and both parties had made a conscious and informed trade decision.
- b. In case of non – individual insiders (company, firm etc),
 - (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 of trade and
 - (ii) such appropriate and adequate arrangements were in place that these Regulations are not violated and no Unpublished Price Sensitive Information is communicated by the individuals who were in possession of the Unpublished Price Sensitive Information to the individuals taking trading decisions.
- c. Trading is done pursuant to the Trading Plan submitted to the company
- d. In cases of trades by Connected Person, the onus of establishing that they were not in possession of Unpublished Price Sensitive Information shall be on such Connected Person
- e. In any other case the onus would be on SEBI.

V. Trading Plan

Designated Persons who may be perpetually in possession of Unpublished Price Sensitive Information shall be entitled to formulate a Trading Plan ('TP') and the same shall be approved by the Compliance Officer after evaluation with regard to the regulations and shall be notified to the stock exchange(s). By virtue of the pre-planned trading plan, a Designated Person can plan for trades to be executed by him/ her in future. By doing so, the possession of Unpublished Price Sensitive Information when a trade under a trading plan is actually executed would not prohibit the execution of such trades that he had pre-decided even before the Unpublished Price Sensitive Information came into being. There are following stages for the implementation of the trading plan:

1. Essentials of Trading Plan

- a. Any trading (as per the trading plan) shall only be executed on expiry of six months from the date of public disclosure of the said plan.
- b. Trading, as per the Trading plan, to take place between 20th trading days prior to the last day of the financial period for which the results are required to be announced by the Company and 2 trading days after the disclosure of such financial results.
- c. Insider can give one trading plan at a time and the same should not be for less than 12 months, i.e. there cannot be any overlapping of trading plans.
- d. Any Trading Plan should set out either the value of trades or the number of securities to be traded, along with specific dates and time intervals.
- e. Trading on the basis of such a trading plan should not lead to market abuse. If any manipulative activity is detected, it would be open to initiate proceedings for alleged breach of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities market) regulations, 2003.

2. Approval of Trading Plan

- a. A Designated Person shall present the Trading Plan 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.
- b. The Compliance Officer shall review the Trading Plan.
- c. The compliance officer shall assess whether the Trading Plan made by the Designated Person is not in violation of the said regulations.
- d. A Designated Person shall provide the undertaking that he is not in possession of Unpublished Price Sensitive Information or that he would ensure that any Unpublished Price Sensitive Information in his possession becomes generally available before he commences executing his trades.

3. Execution of Trading Plan

- a. The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan without any deviation.
- b. The implementation of Trading Plan shall be deferred if any Unpublished Price Sensitive Information in possession of the Designated Person at the time of formulation of the plan has not become generally available.
- c. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

VI. Trading Window

- a. Designated persons and their immediate relatives are not allowed to trade in the shares of the Company during the period(s) when the Trading Window is closed. The trading window shall remain closed for a period of seven days prior to the happening of any of the following events in general:
 - Declaration of financial results (quarterly, half-yearly and annually)
 - Declaration of dividend (interim/ final)
 - Issue of securities by way of public / rights / bonus etc.
 - Any major expansion plans or execution of new projects
 - Amalgamation, mergers, acquisitions, takeovers and buy back of shares
 - Disposal of whole or substantially the whole of the Company.
 - Any changes in policies, plans or operations of the company
 - Acquisition, de-merger, restructuring, scheme of arrangement, spin-off of divisions etc.
 - Consolidation / splitting of shares
 - Voluntary de-listing of shares by the company
 - Forfeiture of shares
 - ADR / GDR or any other class of securities to be issued abroad
 - Cancellation of dividend/right/bonus etc.
- b. The Compliance Officer (in consultation with the Board of Directors of the Company) may close Trading Window for a longer period for the events mentioned above or on any such other matter as they deem fit after taking into account the sensitivity of the event / case.

- c. The trading window shall be re-opened only after the expiry of 48 hours after the unpublished information is made public.
- d. All Designated Employees of VCCL LIMITED and their dependent family members 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, or during any other period as may be specified by the Company from time to time.
- e. The Compliance Officer shall take all reasonable steps to inform the Designated Persons one week in advance, about the date of closing and re-opening of the Trading Window. The trading in the Company's Securities would be permitted only on the expiry of forty eight hours after the information becomes publically available.
- f. In case of Employee Stock Option Plans (ESOPs), exercise of option may 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.

VII. Pre-clearance of trades

All Designated persons of the Company who intend to deal, on their behalf and / or on behalf of their dependent family members, in the Securities of the Company and where the per transaction number of shares intended to be dealt exceeds 5000 shares, or more, same shall be subject to pre-clearance by the Compliance Officer as per the procedure as described hereunder. Any pre cleared trade not executed by the Designated Person within 7 trading days of its pre clearance would require fresh clearance for the trades to be executed.

An application shall be made in the prescribed format as annexed to the Code as **Annexure I**, to the Compliance Officer indicating the estimated transaction value and the number of Securities that the Designated Person, and/ or on behalf of his immediate relative, intends to deal in.

The Compliance officer may approve/ disapprove any of the pre- clearance requests and upon disapproval the Compliance Officer shall record the reasons for the same.

In case the Designated person and/ or his dependent family member has access to or receives any Unpublished Price Sensitive Information after the signing of the undertaking but before the execution of the transaction, he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the company till the time such information becomes public.

In exceptional circumstances consent may not be given if the Compliance Officer is of the opinion that the proposed deal is on the possession of any Unpublished Price Sensitive Information. There shall be no obligation to give reason for any withholding for consent.

Every Designated Persons who has executed the transaction pursuant to approval of Compliance Officer for the same is required to intimate about execution of such transaction to the Compliance Officer within three days from the date of execution.

VIII. Disclosure by Insider

Initial Disclosure

1. Every promoter, key managerial personnel and director shall provide the disclosure of his and his immediate relatives, holding of Securities of the Company within 30 days of the implementation of these Regulations to the Compliance officer (i.e. by 14th June, 2015) as per form A of Regulations provided in **Annexure –II**.
2. Every person appointed as key managerial personnel or a director of the company or upon becoming the promoter shall within 7 days of such appointment or becoming a promoter, shall provide disclosure of his securities to the Compliance Officer as **per form B of Regulations provided in Annexure - III**

Continual Disclosure

1. Every promoter, employee and director of the Company shall disclose, within 2 trading days, to the Compliance Officer the number of securities acquired or disposed of by him and/or his immediate relative, whether in one transaction or in series of transaction over any calendar quarter or after the prior disclosure made to the Company crosses the threshold limit as per Regulations i.e. aggregates to a traded value in excess of INR 10 lakhs in the form annexed to this Code as per form C of Regulations provided in **Annexure IV**
2. Company shall notify the particulars of such trading to the stock exchange on which the Securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Disclosures by other Connection Persons

1. Any person/entities getting associated with the Company and falling within the ambit of the 'Connected Person' shall make sure that their employees/associates are not in possession of Unpublished Price Sensitive Information Also, the said Connected Person is also required to provide an undertaking as per format given in **Annexure V**.
2. The Connected Person shall provide the details of sale/purchase of securities in the form D of Regulations provided in **Annexure VI**

IX. Miscellaneous

1. Reporting to the Audit Committee

The Compliance Officer shall quarterly report to the Chairman of the Audit committee about the disclosures, pre-clearances or trading plans received and action taken on the same. Further, the Audit Committee shall update the status of such reports to the board of directors periodically and may seek advice on the matters as they deem fit.

2. Responsibility of Compliance of Regulations

The Compliance Officer shall be responsible for compliance of policies, procedures, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades, addressing any clarifications/ difficulties regarding the Regulations and/or the Code and the implementation of the Code under the overall supervision of the Board of Directors of the Company

3. Change in Designated Person

The Board of Directors shall in consultation with the Compliance Officer specify the employees and Insiders to be covered under the definition of “Designated Persons” on the basis of their functional role and due regard to access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.

Penalty for Contravention of the Code

1. Any Designated Person who trades in securities or communicates any information for trading in securities in contravention of the Code of Conduct may be penalized by SEBI as they may deem fit and appropriate action would be taken.
2. Designated Persons of the Company who violate the Code of Conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension etc.
3. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulation, 2015.

Other Restrictions

1. A Designated Person who is permitted to trade shall not execute a contra trade within 6 month of such trade in securities of the Company. 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.
2. If 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.
3. In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company shall promptly inform to the SEBI.

Amendment to the Code

This Code and any subsequent amendment(s) thereto, shall be by way of written approval of the Board of Directors and shall be circulated to Designated Persons as per the internal communication policy of the Company, if any.

For VCCL LIMITED

Place : Kanpur
Dated : 22.05.2015

[Ravindra Kumar Chadha]
Director
DIN No : 01032405

APPLICATION FOR PRE-CLEARANCE FOR PURCHASE/SALE OF SECURITIES

Date :

The Compliance Officer,
Name and Address of the Company

Dear Sir,

Sub: Application for Pre-clearance for purchase/sale of Securities

Pursuant to the Company's Code of Conduct for Prevention of Insider Trading I seek approval for Purchase /Sale of securities of the Company as under:

I propose to purchase/sell ____ no. of ____ securities of the Company, during the week ending ____ seek your approval for buying/selling No. of Securities. The said shares will be bought/ sold as mentioned under:

I.

Name of the Designated Person and/or Dependent Family Members	No. of shares held (with Folio/DP ID/ Client ID)	Type of securities

II. In this regard I do hereby undertake as under :

- a. I have not received, nor did I have any access to any Unpublished Price Sensitive Information upto the time of signing this undertaking.
- b. In case I have access or receive Unpublished Price Sensitive Information after the signing of this undertaking but before the execution of the transaction I shall inform the Compliance Officer of the same and shall refrain from dealing in the Securities of the Company till the time such information becomes public.
- c. I have not contravened the Code as notified by the Company from time to time.
- d. I have made a full and true disclosure in the matter.

Signature:

Designation:

Annexure – II**Form A**

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

Name of Company : VCCL Limited
ISIN of Company : INE460E01010

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

Name, PAN No., CIN/DIN & address with Contact No.	Category of Person (Promoters/ KMP/ Directors/ immediate relatives/ others etc.)	Securities held as on the date of regulation coming into force		% of share holding	Open interest of the Future contracts held as on the date of regulation coming into force		Open interest of the Option contracts held as on the date of regulation coming into force	
		Type of security (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 the regulation 2(1) (i) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Signature:

Designation:

Date:

Place:

Annexure – III**Form B**

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

Name of Company : VCCL Limited
 ISIN of Company : INE460E01010

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/DIN & address with Contact No.	Category of Person (Promoters/ KMP/ Directors/ immediate relatives/ others etc.)	Date of appointment of Director/ KMP or date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/ KMP		% of share holding	Open interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/ KMP		Open interest of the Option contracts held at the time of becoming Promoter/ appointment of Director/ KMP	
			Type of security (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 the regulation 2(1) (i) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Signature:

Designation:

Date:

Place:

Form C

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

Name of Company : VCCL Limited
ISIN of Company : INE460E01010

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 with Contact No.	Category of Person (Promoters / KMP/ Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/ dispose		% of share holding		Date of allotment advice/ acquisition of shares/ sale of shares		Date of intimation to company	Mode of acquisition (market purchase/ public rights/ preferential offer/ off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contracts Future or Option etc.)				Exchange on which the trade was executed
		Type of security (Shares, warrants, Convertible Debentures, etc.)	No.	Type of security (Shares, warrants, Convertible Debentures, etc.)	No.	Pre transaction	Post transaction	from	to			Buy		Sell		
												Value	No of units (contract * lot size)	Value	No of union (contract * lot size)	

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

Signature:

Designation:

Date:

Place:

Annexure – VI

Form D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transaction by other connected person as identified by the Company

Name, PAN No., CIN/DIN & address with Contact No.	Connection with the Company	Securities held prior to acquisition/ disposal		Securities acquired/ dispose		% of share holding		Date of allotment advice/ acquisition of shares/ sale of shares		Date of intimation to company	Mode of acquisition (market purchase/ public rights/ preferential offer/ off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contracts Future or Option etc.)				Exchange on which the trade was executed	
		Type of security (Shares, warrants, Convertible Debentures, etc.)	No.	Type of security (Shares, warrants, Convertible Debentures, etc.)	No.	Pre transaction	Post transaction	from	to			Buy		Sell			
												Value	No of units (contract * lot size)	Value	No of units (contract * lot size)		

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

Signature:

Designation:

Date:

Place:

Undertaking by the Connected Person

This is to undertake that we Mr./Ms./M/s _____ having registered office address or resident of _____ being the Connected Person to the Company will duly inform our concerned Team of the nature of work relationship and shall not undertake any said transaction in violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015

For _____ (Details of the Connected Person)

Authorised Person