



# Vaibhav Global Limited

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## Code of Conduct to regulate, monitor and report trading by Designated Persons

<b>1.</b>	<b>Preamble :</b>
1.1	The Securities and Exchange Board of India notified SEBI (Prohibition of Insider Trading) Regulations, 2015 on 15 <sup>th</sup> January, 2015 in the Official Gazette of India (hereinafter referred to as the 'Regulations'). These Regulations are effective from 15 <sup>th</sup> May, 2015. In terms of regulation 9(1) of the said regulations, the Company is required to lay down a Code of Conduct to regulate, monitor and report trading by Designated Person and immediate relative of designated person.
1.2	Accordingly, the Board of Directors of Vaibhav Global Limited (hereinafter referred to as "the Company") has adopted this Code of Conduct for regulating, monitoring and reporting of trading by Insiders (hereinafter referred to as the 'Code') which is effective from 15 <sup>th</sup> May, 2015. Further, as per Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 the Board of Directors amended the said code in its Meeting dated 28 <sup>th</sup> January, 2019 and renamed as “Code of Conduct to regulate, monitor and report trading by Designated Persons” (i.e. effective from 1 <sup>st</sup> April, 2019).
1.3	This Code shall be applicable to the Promoter(s)/Promoter Group, Director(s), Designated Employees and their immediate relatives. <b>(HEREINAFTER collectively referred to as ‘Designated Persons’)</b>
<b>2.</b>	<b>Definitions &amp; Interpretation:</b>
<b>2.1</b>	<b>Definitions :</b>
<b>2.1.1</b>	“Act” means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
<b>2.1.2</b>	“Board” means the Securities and Exchange Board of India.
<b>2.1.3</b>	“Compliance Officer” means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.  Explanation – For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows

<p><b>2.1.4</b></p>	<p>"connected person" means,-</p> <ul style="list-style-type: none"> <li>(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.</li> <li>(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, - <ul style="list-style-type: none"> <li>(a) an immediate relative of connected persons specified in clause (i); or</li> <li>(b). a holding company or associate company or subsidiary company; or</li> <li>(c). an intermediary as specified in section 12 of the Act or an employee or director thereof; or</li> <li>(d). an investment company, trustee company, asset management company or an employee or director thereof; or</li> <li>(e). an official of a stock exchange or of clearing house or corporation; or</li> <li>(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</li> <li>(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</li> <li>(h).an official or an employee of a self-regulatory organization recognised or authorized by the Board; or</li> <li>(i). a banker of the company; or</li> <li>(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.</li> </ul> </li> </ul> <p>The following person shall also be deemed to be connect persons:</p> <ul style="list-style-type: none"> <li>a) Auditors of the Company including Statutory, Secretarial &amp; Internal Auditors;</li> <li>b) Advisor/Consultants relating to finance, banking, secretarial, Stock Options and securities laws;</li> <li>c) Persons having business relationship with the Company;</li> <li>d) Any other person decided by the Board of Directors/MD/Compliance Officer.</li> </ul>
<p><b>2.1.5</b></p>	<p>"generally available information" means information that is accessible to the public on a non-discriminatory basis.</p>
<p><b>2.1.6</b></p>	<p>"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.</p>
<p><b>2.1.7</b></p>	<p>"insider" means any person who is:</p> <ul style="list-style-type: none"> <li>i) a connected person; or</li> <li>ii) in possession of or having access to unpublished price sensitive information;</li> </ul>

<b>2.1.8</b>	"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.  "promoter group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
<b>2.1.9</b>	"securities" shall have the meaning assigned to it under Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of mutual fund.
<b>2.1.10</b>	"specified" means specified by the Board in writing.
<b>2.1.11</b>	"takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
<b>2.1.12</b>	"trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
<b>2.1.13</b>	"trading day" means a day on which the recognized stock exchanges are open for trading.
<b>2.1.14</b>	"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) dividends; (iii) change in capital structure; (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and (v) changes in key managerial personnel. (vi) such other information as may be deemed to be constituted as UPSI by the Board of directors/ Compliance Officer from time to time.
<b>2.2</b>	<b>Interpretation :</b>  The words and expressions used and not defined in this code but defined in the Securities Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 2013 and rules and regulations made thereunder, shall have the same meanings respectively assigned to them in those legislation.
<b>3.</b>	<b>Role of Compliance Officer :</b>
<b>3.1</b>	The Company Secretary will act as Compliance Officer for the purpose of this Code.
<b>3.2</b>	The Compliance Officer shall be responsible for the following:
	a) To ensure the compliance of policies, procedures, maintenance of records, monitoring of trades and the implementation of this code under the overall supervision of the Board of Directors.
	b) To report the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors, but not less than once in a year.
	c) To assist all employees in addressing any clarification regarding the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

	d) The Compliance Officer shall maintain records of all the declarations/undertakings/forms, as mentioned in this Code, received from time to time.
<b>4</b>	<p><b>Designated Employees</b></p> <p>b) All Unit Heads of the Company and/or its material subsidiaries (direct or indirect);  c) All Finance Heads of the Company and/or its material subsidiaries (direct or indirect);  d) All employees at the level of General Manager and above in the Company and all employees upto two below the Board of the material subsidiaries (direct or indirect);  e) All employees in the Corporate Secretarial Department of the Company.  f) All employees in the Corporate Finance Department of the Company.  g) All the employees of Managing Director or Whole Time Director’s Secretariat/Office.  h) All employees in the Corporate Management Information System Department of the Company.  i) Employees of IT team of the Company- General Manager and above</p> <p>Employees designated on the basis of their functional role. The board of directors/Managing Director / Compliance officer shall specify the designated persons to be covered by such code on the basis of their role and function in the organisation.</p>
<b>5</b>	<p><b>Restriction on Communication or procurement of Unpublished Price Sensitive Information and trading on the basis of such information :</b></p>
5.1	<p>a.) No Insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.</p> <p>b.) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.</p>
5.2	Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
5.3	<p>However, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:</p> <p>a) 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 sharing of such information is in the best interests of the Company;</p> <p>b) not attract the obligation to make an open offer under the takeover regulations and subsequent amendments thereto but where the Board of Directors of the Company is of informed opinion that the sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being affected in such</p>

forms as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

For the purpose of clause 5.2, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential except for the purpose mentioned in clause 5.2 above and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

The board of directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this clause along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

5.4 No insider shall trade in securities of the company when he is in possession of unpublished price sensitive information:

Explanation –When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession

Provided that the insider may prove his innocence by demonstrating the circumstances including the following:-

(i) When the transaction is an off-market *inter-se* transfer between insiders and were in possession of the same unpublished price sensitive information without being in breach of regulation 3 of SEBI (SAST) Regulations, 2011 and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of these regulations.

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. the Company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

(ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of these regulations.

(iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

(iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

(v) In case of non- individual insiders :-

a. the individuals who were in possession of such unpublished price sensitive, information were different from the individuals taking trading decisions and such decision-making

	<p>individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and</p> <p>b. 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 ;</p> <p>(vi) the trades were made pursuant to a trading plan in accordance with clause no. 6 of this code.</p>
5.5	All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
5.6	The Company shall follow the Chinese wall procedures and processes to prevent the inappropriate or unauthorized communication of Unpublished Price Sensitive Information (UPSI). The Chinese wall separates areas that have access to UPSI from those who do not have such access. The Designated employees working inside the area are prohibited from communicating any such UPSI except on need to know basis. The prior approval of the department head will be required for crossing such wall and having access to such UPSI.
5.7	In the 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 and in other cases, the onus would be on the Board.
5.8	The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.
<b>6.</b>	<b>Trading Plans :</b>
6.1	An Insider shall be entitled to formulate a trading plan in the form attached as <b>Annexure-I</b> for dealing in the securities of the Company and present it to the Compliance Officer of the Company for approval and public disclosure, pursuant to which trades may be carried out on his behalf in accordance with such plan.
6.2	Such trading plan shall:– <ul style="list-style-type: none"> <li>(i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;</li> <li>(ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which quarterly results and annual result are required to be announced by the company and the second trading day after the disclosure of such financial results;</li> <li>(iii) entail trading for a period of not less than twelve months.</li> <li>(iv) not entail overlap of any period for which another trading plan is already in existence;</li> </ul>

	<p>(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 their intervals at or dates on which such trades shall be effected.</p> <p>(vi) not entail trading in securities for market abuse.</p>
6.3	<p>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 such express undertakings in the form enclosed as <b>Annexure-II</b>, as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per the provisions of the Regulations.</p> <p>Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.</p> <p>Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.</p>
6.4	<p>The trading plan once approved shall be irrevocable and it shall be mandatorily have to be implemented without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.</p> <p>However, the trading plan shall not be commenced if at the time of formulation of trading plan, the Insider is in possession of any unpublished price sensitive information which has not become generally available at the time of commencement of implementation and in such event, the Compliance Officer shall confirm that the commencement of trading plan ought to be deferred until such unpublished price sensitive information becomes generally available information.</p> <p>Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company as per approved trading plan, coincides with the date of closure of trading window announced by the Compliance officer.</p>
6.5	<p>Upon approval of trading plan, the Compliance Officer shall notify the same to the Stock Exchanges.</p>
<b>7.</b>	<p><b>Trading Window and Closure / Opening thereof :</b></p>
7.1	<p>"Trading Window" means trading period of the Stock Exchange which is available for trading in the Company's securities.</p>
7.2	<p>The trading window shall be closed when the compliance officer 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. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed. The Compliance Officer/authorized persons shall communicate/intimate the trading window closure period to all Designated Persons through email or any other prescribed mode. Irrespective of whether such intimation has been received or not, Designated Persons governed by this Code shall mandatorily verify with the Compliance Officer on the status of the Trading Window before executing any trade in the Securities of the Company. Ignorance of the closure of the Trading Window or being unaware of closure of Trading Window shall not justify any trades executed by Designated Persons during such period.</p> <p>Every Designated Person should advise his/ her Immediate Relatives of the Trading Window period during which Trading in the Securities of the Company is prohibited.</p>

7.3	The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which is in any event shall not be earlier than 48 hours after the information becomes generally available.
<b>8.</b>	<b>Pre-clearance of Trades :</b>
8.1	All designated persons, who intend to deal in the securities of the Company when the trading window is open, in excess of 5000 Shares or Rs. 30 Lacs (Market Value) whichever is lower, in a single trading day, should pre-clear the transaction.
8.2	For pre-clearance of trades, an application in the form attached as <b>Annexure-III</b> , shall be made to the Compliance Officer.
8.3	An undertaking in the form attached as <b>Annexure-IV</b> shall be executed in favour of the Company by such designated person.
8.4	All designated persons shall execute their trades which have been pre-cleared within seven trading days, failing which fresh pre-clearance would be required for the trades to be executed.
8.5	The designated persons shall file the details of such trade, in respect of which pre-clearance has been given, in the form enclosed as <b>Annexure-V</b> with in a period of two days from the date of execution of such trade to the Compliance Officer.
8.6	In case, the trade is not executed, a report to that shall be filed in the form enclosed as <b>Annexure-V</b> .
8.7	All designated persons who are permitted to trade shall not execute a contra trade within a period of Six (6) months i.e , sell or buy any number of shares during the next six months following the prior transaction. Provided that this provision shall not be applicable for trades pursuant to exercise of stock options.
8.8	The compliance officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.
8.9	In case of contra trade is executed inadvertently or otherwise in violation of such restriction, the profits from such trade shall be liable to be disgorged for the remittance to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.
8.10	The formats attached to this Code of Conduct can be amended from time to time by the Compliance Officer in line with the Changes made in the formats by the Board.
<b>9.</b>	<b>Disclosure :</b>
9.1	<b>Initial Disclosure</b>  (a) Every promoter, member of promoter group, key managerial personnel and director shall disclose his holding of the securities of the Company as on date of the Regulations taking effect within thirty days of the taking these regulations taking effect, to the Company in the form enclosed as <b>Annexure-VI</b> .  (b) Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of promoter group 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 the form attached as <b>Annexure-VII</b> .



9.2	<p><b>Continual Disclosures.</b></p> <p>(a) Every promoter, member of promoter group, designated person and director of the Company shall disclose to the Company the number of securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified, in the form attached as <b>Annexure-VIII</b>.</p> <p>(b) Every Company shall notify the particulars of such trading to the stock exchange on which shares of the company are listed within 2 trading days of receipt of the disclosures or from becoming aware of such information.</p>
9.3	<p>The disclosures to be made by any person under this code shall include those relating to trading by such person's immediate relatives and by any other person for whom such person takes trading decisions.</p>
9.4	<p>The Compliance Officer shall maintain records of all the declarations/undertakings/ disclosures received under this code for a period of five years.</p>
9.5	<p>Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:</p> <p>a) immediate relatives  b) persons with whom such designated person(s) shares a material financial relationship  c) Phone, mobile and cell numbers which are used by them.</p> <p>In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.</p> <p>Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.</p>
10	<p><b>Institutional Mechanism for Prevention of Insider trading.</b></p>
10.1	<p>The Chief Executive Officer, Managing Director or such other analogous person of the company, shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.</p>
10.2	<p>The internal controls shall include the following:</p> <p>(a) all employees who have access to unpublished price sensitive information are identified as designated employee;  (b) all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;  (c) adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these regulations;</p>

	<p>(d) lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;</p> <p>(e) all other relevant requirements specified under these regulations shall be complied with;</p> <p>(f) periodic process review to evaluate effectiveness of such internal controls.</p>
10.3	The board of directors of the company shall ensure that the Chief Executive Officer or the Managing Director or such other analogous person ensures compliance with regulation 9 and sub-regulations (1) and (2) of this regulation.
10.4	The Audit Committee of the Company shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
10.5	The company shall formulate written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, which shall be approved by board of directors of the company and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.
10.6	The company shall have a whistle-blower policy and make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information.
10.7	If an inquiry has been initiated by the Company in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, the relevant intermediaries and fiduciaries shall co-operate with the company in connection with such inquiry conducted by listed company.
11	<p><b>Penalty for Contravention :</b></p> <p>Every designated person shall be responsible to comply with provisions of this code and any violation thereof will attract severe disciplinary action which will include wage freeze, suspension, recovery, claw back cancellation of stock options granted by the Company, ineligibly for future grant of stock options. Also, the above disciplinary action shall be irrespective of any action that may be taken by SEBI under the Regulations.</p> <p>In case it is observed that there is any violation of the regulations, the same shall be reported to the Board promptly.</p> <p>The above actions will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against such Designated Person(s).</p>

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- Amended w.e.f. 01.04.2019

## APPLICATION FOR APPROVAL OF TRADING PLAN

Date:

The Compliance Officer  
 Vaibhav Global Limited  
 K-6B, Fateh Tlba, Adarsh Nagar  
 Jaipur - 302004

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of conduct for prevention of Insider Trading, I seek your approval for purchase/ sale of the equity shares as per the details given below :

Date when trade shall be executed	Amount In value (INR in lacs)	Number of shares	Nature of Trade (Buy/ Sell)	DP ID/ Client ID/ Folio No.	No. of Shares held

I am also enclosing herewith undertaking in the format as envisaged in the Code of Conduct.

You are requested to kindly approve the above said trading plan and provide your comments, if any.

Signature

Name :

Designation / role / Category :

Address :

Department:

Place :

**UNDERTAKING**

(to be submitted alongwith the application for approval of trading plan)

To  
Compliance Officer  
Vaibhav Global Limited  
K-6B, Fateh Tiba, Adarsh Nagar  
Jaipur - 302004

I, \_\_\_\_\_, resident of \_\_\_\_\_ hereby declare that I am designated person of \_\_\_\_\_ ( Name of the Company).

I further declare that I am not in possession of any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or receive any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought , I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

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

Date:

Signature\_\_\_\_\_

Application for Pre – clearance of Trade under SEBI  
(Prohibition of Insider Trading) Regulations, 2015

To,

The Compliance Officer  
Vaibhav Global Limited  
K-6B, Fateh Tlba, Adarsh Nagar  
Jaipur – 302004

**Sub : Application for Pre-dealing approval in securities of the Company**

Dear Sir / Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading. I seek approval to purchase / sale / transfer of ----- equity shares of the Company as per details given below :

Sr. No.	Particulars		
1.	Name of the applicant	:	
2.	Designation	:	
3	Number and value of securities in the Company held as on date (with folio/DP ID/Client ID No.)	:	
4.	The Proposal is for	:	
5.	Proposed date of dealing in securities	:	
6.	Estimated number of securities Proposed to be acquired / / sold / transfered	:	
7.	Price at which the transaction is proposed	:	
8.	Current market price (as on the date of application)	:	
9.	Whether the proposed transaction will be through stock exchange or off market deal	:	
10.	Folio No. / DP ID / Client Id No. where the Securities will be credited /debited	:	

I enclose herewith the form of Undertaking signed by me.

Yours Faithfully,

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Signature

**UNDERTAKING FOR PRE-CLEARANCE OF TRANSACTIONS**

To,

The Compliance Officer  
Vaibhav Global Limited  
K-6B, Fateh Tiba  
Adrash Nagar  
Jaipur- 302004

I \_\_\_\_\_, member of the Company, residing at \_\_\_\_\_, am desirous of dealing in \_\_\_\_\_ Equity 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 any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or receive any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval failing which I shall seek pre-clearance again.

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

**Signature**

**Date:**

**DISCLOSURE OF TRANSACTIONS****(To be submitted within 2 days of transaction / dealing in securities of the Company)**

To,  
 The Compliance Officer  
 Vaibhav Global Limited  
 K-6B, Fateh Tiba  
 Adrash Nagar  
 Jaipur- 302004

I hereby inform that I

- Have not bought/ sold/ subscribed any securities of the Company.
- Have bought/ sold/ subscribed to.....securities as mentioned below on.....(date).

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

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

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

I agree not to buy/sell the shares for a period of six months from the date of the aforesaid transaction. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval.

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

Date.....

Signature

## 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 the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**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 & addresses with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	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 (For eg. – 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	
1	2	3	4	5	6	7			

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

Signature:

Designation:

Date:

Place:



## 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 the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**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 nos.	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/ 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 (For eg. – 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
1	2	3	4	5	6	7	8	9	10

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

Signature:

Designation:

Date:

Place:



	relatives / others etc.)	security (For eg. – Shares, Warrants, Convertible Debentures etc.)		security (For eg. – Shares, Warrants, Convertible Debentures etc.)		Pr e t r a n s a c t i o n	Pos t t r a n s a c t i o n				market / Inter-se transfer etc.)	Valu e	Numb er of units (contrac ts * lot size)	Valu e	Numb er of units (contrac ts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Signature:

Designation:

Date:

Place: