

**VISHAL FABRICS LIMITED**  
**CIN: L17110GJ1985PLC008206**  
**CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF**  
**UNPUBLISHED PRICE SENSITIVE INFORMATION**  
**(Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulation, 2015)**

**1. Preamble**

The Securities and Exchange Board of India (SEBI), in its endeavour to put in place a framework for prohibition of insider trading in securities, has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (Regulations). These Regulations are applicable to all Companies whose securities are listed on stock exchanges. In terms of Regulations (8)(1) of the Regulations, the Board of Directors of these Companies are required to formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information that it would follow in order to adhere to each of the principles set out in Schedule A to the Regulations.

**2. Objective**

The Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent the misuse of such information. Accordingly, this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information has been formulated with a view to maintain uniformity, transparency and fairness in dealing with all stakeholders and to ensure timely, fair and adequate disclosure of Unpublished Price Sensitive Information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's securities.

**3. Definitions**

**"Compliance Officer"** for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary the Board of Directors may authorize such other officer of the Company to discharge the duties of Compliance Officer under the regulations.

**"Chief Investors Relations Officer"** means Compliance Officer of the Company.

**"Generally available Information"** means information that is accessible to the public on a non – discriminatory basis.

**"Unpublished Price Sensitive Information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which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, delisting, 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. Code of Fair Disclosure**

**The company will adhere to the following principles so as to ensure fair disclosure of events and occurrence that could impact price discovery in the market for its securities:**

- I. 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. The Company may, in appropriate circumstances, also simultaneously disclose the unpublished price sensitive information in such manner as it deems fit including on the Company's website, print or electronic media.
- II. The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective / speculative disclosure which could have an adverse impact on the market and the price discovery process.
- III. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information and information / disclosure may normally be approved by the Compliance Officer and if the information is accidentally disclosed without prior approval of Compliance Officer, the person responsible shall inform the Compliance Officer immediately.
- IV. The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- V. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- VI. The Company will ensure that information, if shared, with analysts and research personnel are not unpublished price sensitive information.
- VII. The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

VIII. The Company will disclose all unpublished price sensitive information on a need-to-know basis i.e. Unpublished Price Sensitive Information may be disclosed where such disclosure is in furtherance of legitimate purposes, discharge of legal obligations or to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of such information.

## **5. Disclosures**

This Code, including any amendment thereto, shall be published on the Company's official website and shall be promptly intimated to the stock exchanges where the securities are listed. The Board of Directors may lay down further principles, rules and procedures, from time to time, to ensure fair disclosure of Unpublished Price Sensitive Information.