

**VRUNDAVAN PLANTATION LIMITED**  
(VRUNDAVAN PLANTATION PRIVATE LIMITED)  
CIN: U02003GJ2022PLC137749

**Regd. Office: 307, SUN AVENUE ONE, NR. SUN PRIMA, AMBAWADI NA AHMEDABAD GJ 380006 IN**  
**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE**  
**INFORMATION**

**[Under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015]**

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information shall hereinafter be referred to as the "Code".

**1. Introduction:**

Vrundavan Plantation Limited ("Company") is engaged in the business of Manufacturing tubes and tyres

**2. Meaning of Unpublished Price Sensitive Information:**

SEBI has defined the term 'Unpublished Price Sensitive Information' means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon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:

- a) financial results;
- b) dividends; c) change in capital structure;
- d) amalgamation, mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions; and
- e) changes in key managerial personnel;

**3. Purpose and Applicability:**

3.1 To preserve the confidentiality of Unpublished Price Sensitive Information ('UPSI') in order to ensure its fair use, and prevent misuse in any manner whatsoever, and ensuring compliance with the Insider Trading Regulations.

3.2 This Code is duly approved by the Board of Directors of the Company (the 'Board') effective from 05th June 2023. It is binding on all directors and employees of the Company having access to and dealing with UPSI.

**4. Manner of Disclosure:**

4.1 The manner, content and timing of disclosure of the UPSI shall be determined by the Compliance Officer from time to time, and in such form as may be prescribed by such Compliance Officer. Any UPSI requiring the attention of the Board for necessary steps and actions shall be promptly brought to its knowledge by the Compliance Officer.

4.2 It shall be the duty of the Compliance Officer to ensure that the UPSI is provided only to such directors and employees who strictly have a 'need to know' such information.

4.3 UPSI is highly sensitive information and it may be disclosed to any 3rd party (including stock exchanges) only upon obtaining 'express and written prior approval' of the Compliance Officer.

4.4 UPSI shall be stored only on the equipment, whether wired or wireless, which are in compliance with information security standards as prescribed under ISO 27001, applicable SEBI Regulations and in accordance with the Information Security Policy of the Company.

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4.5 It shall be duty of the Compliance Officer to ensure compliance with policies, procedures, maintenance of records and monitoring adherence to the rules for the preservation of UPSI.

**5. Principles of Disclosure:**

5.1 The Company shall designate a senior officer as the Chief Investor Relations Officer (the 'CIRO') to deal with dissemination of information to the relevant stakeholders and such other persons who in discharge of their duties have a 'need to know' such information in furtherance to a legitimate purpose, upon approval from the Compliance Officer and in accordance with 'Policy for Determination of Legitimate Purpose'.

5.2 The CIRO shall make prompt efforts to disclose such UPSI that would impact price discovery. Such disclosure should be no sooner than when credible and concrete information comes into being, in order to make such information generally available.

5.3 The CIRO shall be responsible to make uniform and universal dissemination of UPSI to avoid selective and inadvertent disclosures.

5.4 The CIRO may, under consultation from the Compliance Officer, provide appropriate replies and responses to the queries raised by the stakeholders including from the stock exchanges, the media or social networks. In the event of any market rumours regarding the UPSI, it shall be the responsibility of the Compliance Officer to act under the advice of SEBI and/or any other regulator for the time being in force.

5.5 The CIRO shall maintain, on the official website, transcripts or records of proceedings of meetings in relation to UPSI, with Analysts and other Investor Relations conferences to ensure official confirmation and documentation of disclosures made.

5.6 The CIRO shall ensure that any information shared with some analysts and research personnel shall not be UPSI.

**6. Prevention of misuse of information:**

6.1 The Company, and each of its Directors and Employees shall make best efforts to prevent misuse of UPSI in the following manner:

a) Any UPSI should not be discussed in public meetings or on social media including any internet chat rooms, online social networking sites, newsgroups, discussions or bulletin boards, and such platforms shall be under the supervision of the Compliance Officer.

b) The CIRO, under approval from Compliance Officer and Chief Information Security Officer ('CISO'), shall maintain a structured digital database in order to maintain and store the UPSI as per the Information Security Standard prescribed under ISO 27001 and Information Security Policies of the Company.

c) Any and all UPSI shall be strictly shared only using encrypted email system on a secured filesharing platform within the Company's internal network.

d) The files containing UPSI shall be strictly 'password protected' in order to safeguard the confidentiality of information.

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**7. Penalty for contravention of the Code:**

7.1 Any employee, officer, director, or any other person associated with the Company who comes to know of a violation of this Code should immediately report the violation to the Compliance Officer.

7.2 The Company may take legal and/ or disciplinary action against any employee or officer or director of the Company who holds or shares UPSI in contravention to this Code. The Company may levy at its discretion, a penalty of up to INR 1,00,000 (which excludes fines that may be imposed by SEBI for violation of any laws/ regulations thereof), for each violation of the Code. The action by the Company may include but not be limited to wage freeze, suspension, ineligibility for future participation in employee stock option plans, termination, et cetera.

7.3 The actions by the Company shall not preclude the SEBI from taking any action in case of violation of the SEBI Regulations against such employee, officer or director. Also, the provisions of this Code shall apply to Securities held by former employees or directors or officers until 6 (six) months post the termination of employment.

**8. Amendment to the Code:**

8.1 The Company may make amend this code from time to time as may be considered appropriate.

8.2 In the event any provision of this Code conflicts with any law, rules or regulations, such law, rules or regulations shall precede over such conflicting provisions.

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**SIGNATORIES**

<b>Version</b>	<b>Prepared by</b>	<b>Reviewed by</b>	<b>Confirmed by</b>	<b>Approved by</b>
1.0	Company Secretary cum Compliance Officer	Chief Financial Officer	Audit Committee	Board of Directors