

INTRODUCTION:

The Board of Directors of Vimal Oil & Foods Limited (hereinafter referred to as “**the Company**”) shall frame a Code of Practices and Procedure for fair disclosure of Unpublished Price Sensitive Information (“Code of Fair Disclosure”) pursuant to Regulation 8 (1) of the Securities and Board of India (Prohibition of Insider Trading) Regulations, 2015 which shall come into force w.e.f. May 15, 2015.

As per the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective from April 01, 2019, the Code has been revised. The revised code shall be effective from April 01, 2019.

OBJECTIVES:

The Objectives of the Code of Practice and Procedure for fair disclosures is to ensure fair disclosure of unpublished Price Sensitive Information, which would affect the price of the Company’s Securities, and to maintain the uniformity, transparency and fairness in dealing with all Stakeholders and ensuring adherence to applicable laws and regulations.

The Code of Practice and procedures for fair disclosure of Unpublished Price Sensitive Information for adhering each of the principles is set out below:

1. Prompt public disclosure of Unpublished Price Sensitive Information:

Unpublished Price Sensitive Information shall be given by the Company to the Stock Exchanges promptly on a continuous and immediate basis.

2. Uniform and Universal dissemination of unpublished Price Sensitive Information:

The disclosure of unpublished price sensitive Information shall be on a uniform basis and will be universally disseminated. The Company shall ensure Uniform and Universal dissemination of unpublished price sensitive information to avoid selective disclosure.

3. Chief Investor Relations Officer:

The Company has designated the Senior Officer as a Chief Investor Relations Officer and shall be responsible for ensuring that the Company complies with the Continuous disclosure requirements.

4. Prompt Dissemination of Unpublished Price Sensitive Information that gets disclosed selectively:

The Company shall promptly disseminate the unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

5. Procedure for responding to any Query or request by Stock Exchange on news reports/ market rumours:

- (I) Replies to all queries or requests for verification of market rumours shall be sent only after obtaining the approval of the Managing Director.
- (II) Such replies shall be signed by the Compliance Officer. In his absence, such replies shall be signed by such other officer/ person as may have been authorized.
- (III) The Compliance Officer shall oversee corporate disclosure. He/she shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

6. Disclosure / Dissemination of Price Sensitive Information with special reference to Analysts or Institutional Investors or Research Personnel:

The Company shall ensure that information shared with analysts or Institutional Investors or research personnel is not unpublished price sensitive information.

In order to avoid misquoting or misrepresentation, it is desirable that at two Company representatives be present at meetings with analysts or Institutional Investors or research personnel and the discussion should be recorded.

7. Unpublished price sensitive information on Need-to-Know basis:

Unpublished Price Sensitive Information shall be handled on a “need to know basis” i.e. unpublished price sensitive information shall be disclosed only to those where such communication is in furtherance of legal purposes, performance of duties or discharge of legal obligations.

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 purpose, performance of duties or discharge of Legal Obligations.

8. Leak/suspected leak of unpublished price sensitive information:

The Board has formulated written policy for initiating appropriate enquiries on becoming aware of leak/suspected leak of unpublished price sensitive information - “**Policy for inquiry into leakage of unpublished price sensitive information**” pursuant to regulation 9A of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

DISCLOSURE

The Board of Directors of the Company / the Company, subject to applicable laws, rules & regulations, reserves the right to modify and /or amend this code of fair disclosure at any time.

The Code and any amendment thereof will be published on the Company's website www.vimaloil.com.
