



**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UPSI**  
**[Pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015]**  
[Adopted by the Board on 12th August, 2024 and Amended on 10th March, 2025]

**VMS TMT LIMITED**

**CIN: U27204GJ2013PLC074403**



CHAPTER I

PRELIMINARY

1. Introduction

Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”) mandates a listed entity to formulate and publish on its website, a code of practices and procedures for fair disclosure of unpublished price sensitive information.

In light of the aforesaid, this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is framed as per Model Code prescribed under Schedule A of the SEBI PIT Regulations and was adopted by the Board in its meeting held on 12<sup>th</sup> August, 2024 and amended on 10<sup>th</sup> March, 2025.

2. Definitions:

- a) “Act” means the Securities and Exchange Board of India Act, 1992 (15 of 1992) and the rules and regulations formed, circulars and guidelines issued thereunder;
- b) “Board” or “Board of Directors” means the board of directors of VMS TMT LIMITED.
- c) “Company” means VMS TMT LIMITED.
- d) “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 the 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the regulations under the overall supervision of the Board of Directors of the Company or the head of an organization, as the case may be;

The term “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.

- e) “Connected Person” means 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.
- f) “Deemed to be a Connected Person”: means the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:
  - i. An immediate relative of Connected Persons specified in clause (2.e); or
  - ii. A holding company or associate company or subsidiary company; or
  - iii. An intermediary as specified in Section 12 of the Act or an employee or director thereof; or
  - iv. An investment company, trustee company, asset management company or an employee or director thereof; or
  - v. An official of a stock exchange or of clearing house or corporation; or
  - vi. 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



- vii. 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, as amended ("**Companies Act**") or
  - viii. An official and/or employee of a self-regulatory organization recognized or authorized by the Board;
  - ix. A banker of the Company; or
  - x. A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
- g) "**Designated Persons**" will mean and include:
- i. All the Directors of the Company;
  - ii. Promoters and members of Promoter Group;
  - iii. All employees of the Company coming under the Grade 1, 2 and 3 (as per the policy of the Company) and its material subsidiaries on the basis of their functional role or access to Unpublished Price Sensitive Information;
  - iv. Key Managerial Personnel (as defined in accordance with the Companies Act, 2013 and applicable accounting standards) of the Company;
  - v. All employees of the 'Finance', 'Accounts', 'Audit', 'Taxation', 'Legal and Secretarial', 'Corporate Communication' functions of Corporate Finance, Information Technology, irrespective of their grade;
  - vi. employees of such other functions of the Company who are in possession or likely to be in possession of Unpublished Price Sensitive Information;
  - vii. Chief executive officer and employees up to 2 (two) levels below the Chief executive officer, including the head of Accounts and Finance (by whatever name called) of the Company and material subsidiaries of the Company;
  - viii. Personal assistants, if any, of persons referred in (i) and from (iii) to (vii) above;
  - ix. Any support staff of the Company such as IT staff or secretarial staff who have access to Unpublished Price Sensitive Information;
  - x. Any other employees as may be designated/ notified by the Compliance Officer in consultation with the Board of Directors from time to time, who may be considered to be in possession of Unpublished Price Sensitive Information;
  - xi. Immediate Relatives of persons specified in (i) to (viii) above.
- h) "**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
- i) "**Insider**" means any person who is: (i) A connected person; or (ii) In possession of or having access to Unpublished Price Sensitive Information; or (iii) Any person who is in receipt of Unpublished Price Sensitive Information pursuant to a Legitimate Purpose;
- j) "**Legitimate Purpose**" shall include sharing of unpublished price sensitive information in the ordinary course of business by an Insider with partner(s), collaborator(s), lender(s), customer(s), supplier(s), merchant banker(s), legal adviser(s), auditors, insolvency professional(s) or other advisor(s), or consultant(s), provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations;
- k) "**Regulations**"/ "**SEBI PIT Regulations**" means the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;
- l) "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof;
- m) "**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, disposals and expansion of business and such other transactions; and
- v. Changes in Key Managerial Personnel.





**CHAPTER – II**  
**PRINCIPLES AND OBLIGATIONS AND APPLICABILITY**

**3. The Principles and Obligation:**

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (“UPSI”) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations. Every Promoter, Director and employee who deals with UPSI has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. There shall be no selective disclosure of the information and the Company and every employee thereof, shall endeavor to ensure equal accessibility of information to all the stakeholders associated with the Company.

4. This Code shall apply to all “Insiders” defined at 2.i, as above including connected person and designated persons and their immediate relatives.

**CHAPTER –III PRACTICES AND PROCEDURES**

**5.1. Prompt public disclosure of UPSI 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 believes in timely, uniform, and adequate disclosure of UPSI as per the statutory framework and the Company’s communication policies.

**5.2. Uniform and universal dissemination of UPSI to avoid selective disclosure.**

The Chief Investor Relations Officer shall furnish UPSI to the Stock Exchanges. The UPSI shall be hosted on the website of the Company after the information is furnished to the Stock Exchanges.

**5.3. Designation of a senior officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.**

The Company shall have designated a Compliance officer (or in his absence any senior officer) as a Chief Investor Relations Officer.

**5.4. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently, or otherwise to make such information generally available.**

If information is accidentally disclosed without prior approval, the person making such disclosure shall immediately inform the Chief Investor Relations Officer, who shall take all necessary steps to make the information generally available and accessible.

**5.5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.**

The Company shall make all efforts to clarify rumours and queries, while ensuring that the comments are restricted to clear the facts. The Chief Investor Relations Officer shall, on receipt of queries on news reports or requests for verification of market rumours received from regulatory authorities, send an appropriate and fair response to the same. The Chief Investor Relations Officer shall be responsible for deciding as to the necessity of a public announcement for verifying or denying rumors and thereafter making appropriate disclosures. All requests/queries received shall be documented and as far as practicable, the Chief Investor Relations Officer, shall request for such queries/requests in writing.



#### **5.6. Ensuring that information shared with analysts and research personnel is not UPSI.**

All Directors, Officers and Employees of the Company shall comply with the following guidelines while dealing with analysts, institutional investors, and media.

a. No person, except those authorized by the Chief Investor Relations Officer, shall disclose any information relating to the Company's Securities to analysts and research persons. The Chief Investor Relations Officer shall be invited to meetings/ conferences organized by the Company with analysts/research persons.

b. All other directors, officer and employees of the Company shall not deal with analyst and media except with the prior approval of the Chief Investor Relations Officer.

c. Only public information shall be provided to the analyst/research persons/large investors, institutional institutions, and media.

d. In order to avoid misquoting or misrepresentation, the Chief Investor Relations Officer and/or one other representative of the Company shall be present at meetings with analysts, brokers, Institutional investors , and media. The discussions shall be recorded.

e. Unanticipated questions shall be taken on notice and a considered response shall be accorded later. If the answer includes UPSI, a public announcement shall be made before responding.

f. When any meeting is organized with analysts, the presentation and a press release shall be hosted on the website after every such meet.

#### **5.7. Developing 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.**

a. Disclosure/dissemination of information shall be made through various media to achieve good reach and quick dissemination.

b. Disclosures shall also be made through the Company's official website.

c. The Investor Relations section of the Company's website shall be used to give investors a direct access to analyst briefing material, significant background information, questions, and answers, etc.

#### **5.8. Handling of all UPSI on a need-to-know basis.**

All UPSI shall be handled only on a need-to-know basis. Employees shall handle all UPSI on a need-to- know basis and in furtherance of their role, tasks and duties owed to the organization.

#### **5.9. Policy for determination of "Legitimate Purposes"**

a) Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "Insider" and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the Regulations.

In line with the aforesaid, the Company shall inform the recipient of UPSI, by way of written intimation and/or contractual agreement, such as confidentiality agreement, that (i) the information being shared is UPSI and that the Company is the exclusive owner of such UPSI; (ii) upon receipt of UPSI, the recipient would be deemed to be an Insider and subject to the provisions of the SEBI PIT Regulations; (iii) the recipient must maintain confidentiality of the UPSI at all times; (iv) the recipient may use the UPSI only for the approved purposes for which it was disclosed; (v) the recipient should provide a written undertaking that he/she/it shall not undertake trades in the securities of the Company while in possession of the UPSI; and (vi) the recipient must extend all co-operation to the Company, as may be required in this regard.





b) No Insider shall communicate, provide or allow access to any UPSI, relating to the Company to any person including other insiders except where such communication is in furtherance of legitimate purposes or performance of duties or discharge of legal obligations i.e. only for a need-to-know basis.

d) All the insiders in possession of UPSI shall be under obligation to share such information only on a need-to-know basis.

e) Maintaining structured digital database with adequate internal controls relating to entities / such person with whom UPSI is shared.

f) ensure compliance with the minimum standards for code of conduct for intermediaries and fiduciaries to regulate, monitor and report trading by designated persons, as envisaged in Schedule C of the Regulations.

#### **5.10. Structured Digital Database**

A structured digital database shall be maintained containing the nature of UPSI and the names of such persons or entities with whom such information is shared or who has shared such information for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally, with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. This digital database should be preserved for a period of not less than eight (8) years after completion of the relevant transactions. In the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

Computer files shall have adequate security login and password, etc.

#### **5.11. Disclosure of the Code on Public Domain**

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed and published on the official website of the Company.

#### **5.12. Chief Investor Relations Officer**

The Company Secretary of the Company has been designated / called as the “**Chief Investor Relations Officer**” to deal with dissemination of information and disclosure of UPSI.

#### **5.13. Amendments**

This Policy may be reviewed by the Board and necessary amendments may be incorporated therein. All the provisions mentioned under this Policy are subject to any amendments or modifications that maybe made in the applicable rules and regulations from time to time. In the event of any conflict between the provisions of this Policy and the SEBI PIT Regulations, the SEBI PIT Regulations shall prevail over this Policy.

#### **5.14. Effective Date**

The policy shall become effective from listing the Company’s shares on the stock exchanges.

