

CODE OF PRACTICE AND PROCEDURE
FOR
FAIR DISCLOSURE
OF
UNPUBLISHED PRICE SENSITIVE INFORMATION
(Pursuant to Reg. 8(1), Chapter – IV of SEBI (Prohibition of Insider Trading)
Regulations, 2015)

Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the **"Regulations"**) requires a listed company to formulate and publish on its official website a Code of Practices and Procedure for fair disclosure of Unpublished Price Sensitive Information (hereinafter referred as **"Code"**) in adherence to the principles set out in Schedule A to the said Regulations, which was further amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (here-in-after called as **"regulations"**)

This Code is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information (**"UPSI"**) which would impact the price of the **company's securities and to maintain the uniformity, transparency and fairness in dealing** with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.

The Board of Directors of Velox Industries Limited have always thrived to conduct its business in a fair and transparent manner with a view to protect the interest of all the stakeholders in the Company. Towards achieving this objective, the Company will adhere to the following principles of fair disclosure of unpublished price sensitive information:

- a) The company will make prompt public disclosure of unpublished price sensitive information to the stock exchange that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- b) The Company will make disclosure of unpublished price sensitive information on a continuous, immediate, uniform basis and will be universally dissemination to avoid selective disclosure.
- c) The Company Secretary & Compliance officer of the Company shall be designated as Chief Investor Relations Officer. The Chief Investor Relations Officer shall oversee the corporate disclosure and deal with dissemination of information and disclosure of unpublished price sensitive information.
- d) The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

- e) The Chief Investor Relations Officer shall promptly respond to any queries or requests for verification of market rumors by exchanges.
- f) The Company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- g) The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- h) The Company will handle all unpublished price sensitive information 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 legitimate purposes, performance of duties or discharge of legal obligations.
- i) Sharing of information with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, shall be considered as legitimate purposes as per its **"Policy for determination of Legitimate Purpose"** (Annexure A), for the purpose of sharing unpublished price sensitive information in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the regulations.
- j) 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 the regulations.
- k) A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation 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.

Disclosure of Code on Public Domain: This Code and any amendment thereof will be **published on the Company's website** www.veloxindustriesltd.in

Amendment of the Code: This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed.

Annexure A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3 (2A) of SEBI {Prohibition of insider Trading}(Amendment) Regulations, 2018]

1. PREFACE

This Policy, as a part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 8 (1) of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as "Policy". This Policy is prepared in compliance to the provisions of Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

2. Determination of Legitimate Purpose

- a) **"Legitimate Purposes"** shall mean sharing of Unpublished Price Sensitive Information in the ordinary course of business on need to know basis with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulation:
- i. Partners and Staff Members of the Audit firm, who is appointed for Statutory Audit or for Internal Audit or Secretarial Audit.
 - ii. Collaborators
 - iii. Lenders
 - iv. Customers
 - v. Suppliers
 - vi. Bankers
 - vii. merchant bankers
 - viii. legal advisors
 - ix. Insolvency professionals or other advisors or consultants
 - x. Any other person with whom Unpublished Price Sensitive Information is shared
- b) **"Insider"** – 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 (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations."

This Policy will be applicable to all "insiders".