

# **GLOBAL VECTRA HELICORP LIMITED**

## **CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING AND CODE OF CORPORATE DISCLOSURE PRACTICES**

1. This Code of Conduct will be known as **“Global Vectra Helicorp Limited Code of Conduct for Prohibition of Insider Trading and Code of Corporate Disclosure Practices”** hereinafter referred to as “this Code”.

2. This Code of Conduct has been made pursuant to Regulation 12 of the SEBI (Prohibition of Insider Trading) Regulation, 1992 as amended, hereinafter referred to as the “Regulations”.

3. Applicability

This Code will be applicable to Directors/Officers/Designated Employees of Global Vectra Helicorp Limited and their Dependents as defined herein.

4. **DEFINITIONS:**

The definitions as framed and amended from time to time in Regulation 2 of Chapter I of the Regulations, shall apply and form part of this Code.

a) **“Act”** means the Securities and Exchange Board of India Act, 1992.

b) **“Body Corporate”** means a body corporate as defined under Section 2 of the Companies Act, 1956 (1 of 1956).

c) **“Board of Directors”** means the Board of Directors of the Company - Global Vectra Helicorp Limited.

d) **“Committee”** means the Committee, if any, constituted by the Company for the implementation of these Regulations.

e) **“Companies Act”** means the Companies Act, 1956 (1 of 1956).

f) **“Company”** or **“the Company”** means Global Vectra Helicorp Limited.

g) **“Compliance Officer”** means the Company Secretary of the Company or the Officer appointed by the Board of Directors of the Company for the purpose of this Code and the Regulations.

h) **“Connected Person”** means any person who

1. is a director of the Company or
2. an officer or employee of the Company or
3. has a professional or business relationship with the Company

i) **“Deemed Connected Person”** means and include-

1. Any group company, company under the same management or subsidiary of the Company.
2. Dependents of Connected persons;
3. Bankers of the Company
4. Merchant Banker, Share Transfer Agent, Registrar to an issue, Debenture Trustee, Broker, Portfolio Manager, Investment Advisor, Sub-broker, Investment Company or an employee thereof, or, is a member of the 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 who has a fiduciary relationship with the company;
5. Trustee of any trust the beneficiaries of which include any of the Connected Persons.
6. Trustee of any trust who are conferred with the Power of Attorney to act on behalf of the beneficiaries in respect of securities of the Company;

- 7 Any person who was a connected person, whether temporary or permanent, six months prior to any act of insider trading;
  8. Persons having professional or business relationship between themselves and the company, whether temporary or permanent and by virtue of such relationship are expected to be in possession of price-sensitive information;
  - 9 Any other person or category of persons mentioned in Regulation 2 of the SEBI (Prohibition of Insider Trading) Regulations, 1992;
- j) “Dealing in Securities”** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any person either as principal or agent;
- k) “Dependent Family Member”** – shall include dependent spouse, dependent children and dependent parents of Directors / Officers/ Designated Employees of the Company.
- l) “Designated Employee”** shall mean all employees comprising the top three tiers of the Company’s management, all employee in the Finance and Secretarial Departments and such other employees who may be so designated, from time to time, by the Company for the purposes of this Code and who may be able to have access to any “price sensitive information” as defined in this Code or the Regulations. Top three tiers of the Company’s management shall mean and include Board of Directors, Segment/Functional Heads and employees directly reporting to them.
- m) “Insider”** means any person who, is or was connected with the Company or is deemed to have been connected with the Company, and who is reasonably expected to have access by virtue of such connection , to Unpublished Price Sensitive Information in respect of securities of a Company or who has received or has had access to such Unpublished Price Sensitive Information.
- n) “Officer of a Company”** means any person as defined in Clause (30) of Section 2 of the Companies Act, including the Auditors of the Company.
- o) “Price Sensitive Information”** means any information which relates directly or indirectly to a Company and which if published is likely to materially affect the price of securities of the Company.

Explanation –

The following shall be deemed to be price sensitive information:-

- (i) Periodical financial results of the Company;
- (ii) Intended declaration of dividends (both interim and final);
- (iii) Issue of securities or buy-back of securities;
- (iv) Any major expansion plans or execution of new projects;
- (v) Amalgamations, mergers or takeovers;
- (vi) Disposal of the whole or substantial part of undertaking;
- (vii) Any significant changes in policies, plans or operations of the Company.
- (viii) Disruption of operations due to natural calamities;
- (ix) Revision of credit ratings assigned to any debt or equity instrument or the Company.

(x) Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affected the prices of the securities of the Company.

- p) **“Regulations”** means the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time.
- q) **“Securities”** means Equity (Ordinary) Shares, Preference Shares and all other securities of the Company issued and/or issued from time to time and listed / to be listed on the Stock Exchange(s).
- r) **“Stock Exchange”** means a stock exchange which is recognized by the Central Government or SEBI under Section 4 of Securities Contracts (Regulation) Act, 1956.
- s) **“Threshold Limit”** means rupees 5 lakh in value or 25000 shares or 1 % of total shareholding or voting rights whichever is lower.
- t) **“Trading Window”** means a trading period for trading in Company’s Securities as specified by the Company from time to time. All days shall be the Trading Period except those days specified in Clause 9 hereunder.
- u) **“Unpublished”** means information which is not published by the Company or its Agents and is not specific in nature.

Explanation –

Speculative Reports in print or electronic media shall not be considered as published information.

- v) **“Working day”** shall mean the working day when the regular trading is permitted on the concerned stock exchange where securities of the company are listed.
- w) **“Year”** shall mean the year beginning from the 1<sup>st</sup> day of April and ending on 31<sup>st</sup> day of March and the words Half Yearly shall accordingly mean end of six months/twelve months from the beginning of the Year i.e. 30<sup>th</sup> day of September and 31<sup>st</sup> day of March.
- x) Words and phrases not specifically defined herein shall have the same meaning as defined under the Act, and the Regulations as amended from time to time.

## 5. COMPLIANCE OFFICER :

Unless otherwise resolved by the Board of Directors, the Company Secretary for the time being of the Company shall be the Compliance Officer for the purpose of this Code.

## 6. FUNCTIONS, DUTIES AND RESPONSIBILITIES OF THE COMPLIANCE OFFICER:

The Compliance Officer shall be responsible for:-

- a) Setting forth policies, procedures, monitoring adherence to the rules or issuing notifications for any modifications thereof for the preservation of “Unpublished Price Sensitive Information”, pre-clearing of Directors and the Designated Persons and their dependents’ trades (directly or through respective department heads as decided by the Company), monitoring of trades and implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Company.
- b) Maintaining the record of the Directors, Officers, Designated Employees and their Dependents and incorporate changes from time to time.
- c) Assisting all employees in addressing any clarifications in the Regulations or this Code.
- d) Ensuring that all Directors, Officers, Designated Employees of the Company and their Dependents conduct their dealings only when the Trading Window is open.

- e) Ensuring that all Directors, Officers, Designated Employees furnish details of transactions, including the transactions of their Dependent in the securities of the Company as stated in Clause 7 in the prescribed form and maintain a record of all the intimation received for a period of at least three years.
- f) Maintaining the record of all the declarations as stated in Clause 7 in the prescribed form and to place the same before the Whole-time Director of the Chief Executive Officer, as the case may be, on monthly basis.
- g) Obtaining initial and continual disclosures from Directors, Officers and Designated Employees including disclosure of their dependents.
- h) Informing stock exchanges wherein the securities of the Company are listed, on receipt of information/disclosure from major shareholders, within two working days of such receipt.

## **7. REPORTING REQUIREMENT FOR TRANSACTIONS IN SECURITIES:**

### **BY THE DIRECTORS, OFFICERS AND DESIGNATED EMPLOYEES**

#### **Initial Disclosure :-**

All Directors, Officers and Designated Employees shall forward the details of securities held in the Company, voting rights in the Company and position in derivatives including that of their Dependents to the Compliance Officer within two working days of joining the Company or becoming a Director, Officer or Designated Employee in Annexure 1 alongwith form B annexed hereto.

#### **Half Yearly Disclosure :-**

In addition to the above, they shall also furnish to the Compliance Officer the following:

- i).Half yearly statement of transactions in securities of the Company in Annexure 2 annexed hereto within 30 days of the half year ended. If there is no transaction in aforesaid period, NIL statement to be submitted within 30 days of the half year ended.
- ii) Annual Statement of all their holding in securities of the Company to be submitted within 30 days of the close of the Year in Annexure 2 annexed hereto.

#### **Continual Disclosure :-**

Any change in shareholding or voting rights, if there is a change in holding of such person or his Dependents from the last disclosure made and the said change exceeds Rs. 5,00,000/- in value or 25,000 shares or 1% of the total share holding or voting rights, whichever is lower. Such changes in shareholding or voting rights, to be disclosed to the company and the stock exchanges wherein the shares of the Company are listed within two working days in Form D annexed hereto.

### **BY OTHER MAJOR SHAREHOLDERS**

#### **Initial Disclosure**

Any person holding more than 5% share / voting rights in the Company shall Disclose the number of shares or voting rights held within two working days of receipt of intimation of allotment of shares or the acquisition of shares in Form A annexed hereto.

#### Continual Disclosure

Any person holding more than 5% share / voting rights in the Company shall Disclose to the company the number of shares or voting rights held and change in the share holding or voting rights held and change in shareholding voting rights in Form C annexed hereto, even if such change results in shareholding falling below 5%, if there has been change in such holdings from the last disclosure and such change exceeds 2% of total shareholding or voting rights in the company.

### **8. PRESERVATION OF “UNPUBLISHED PRICE SENSITIVE INFORMATION” :**

- a. The Directors and the Designated Persons shall maintain confidentiality of all ‘Unpublished Price Sensitive Information’. The Directors and the Designated Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company based on the same.
- b. No Directors and the Designated Persons shall communicate any Unpublished Price Sensitive Information to any person except 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 the information.
- c. No Directors and the Designated Persons shall communicate or counsel any Unpublished Price Sensitive Information to any person who while in possession of such Unpublished Price Sensitive Information shall deal in the securities of the Company.
- d. The Directors and the Designated Persons shall maintain confidentiality of all ‘Unpublished Price Sensitive Information’. The Directors and the Designated Persons shall file containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

### **9. PREVENTION OF MISUSE OF PRICE SENSITIVE INFORMATION :**

All Directors and Designated Persons of the Company shall be subject to trading restriction as enumerated below:

#### **TRADING WINDOW:**

- (i) The Company shall specify a trading period, to be called “Trading Window”, for trading in the Company’s securities. The trading window shall be closed during the time the information referred to in para (iii) is unpublished.
- (ii) When the trading window is closed, the employees/directors shall not trade in the company’s securities in such period.
- (iii) The trading window shall be, *inter alia*, closed at the time of –

- b) Declaration of Financial results (quarterly, half-yearly and annual)
  - c) Declaration of dividends (interim and final)
  - d) Issue of securities by way of public/rights/bonus etc.
  - e) Any major expansion plans or execution of new projects
  - f) Amalgamation, mergers, takeovers and buy-back
  - g) Disposal of whole or substantially whole of the undertaking
  - h) Any changes in policies, plans or operations of the company.
  - i) Disruption of operations due to natural calamities;
  - j) Revision of credit ratings assigned to any debt or equity instrument or the Company.
  - k) Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affected the prices of the securities of the Company.
- iv) The trading window shall be opened 24 hours after the information referred to in para (iii) is made public.
  - v) All directors/officers/Designated Persons of the Company shall conduct all their dealings in their securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the company's securities during the period when trading window is closed, as referred to in para (iii) above, or during any other period as may be specified by the Company from time to time.
  - vi) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

#### **10. PRE-CLEARANCE OF TRADES :**

All Directors, Officers, Designated Employees of the Company and their Dependents intending to deal in the securities of the Company upto the Threshold Limit fixed, as defined and provided hereinbefore, may do so without any pre-clearance from the Compliance Officer.

In all other case, they should pre-clear the transactions as per the pre-dealing procedure as provided hereunder:-

- a) Make an application in the prescribed form as per Annexure 3 annexed hereto , to the Compliance Officer indicating the estimated number of securities that such person intends to deal in, details of depository(ies) with which he/she maintains a security account, in such depository mode and such other details as may be required by any rule made by the Company in this behalf.
- b) before the deal is executed, the Directors and the Designated Persons shall execute an undertaking in favour of the Company incorporating inter-alia, the following clauses, as may be applicable :
  - i) That the Directors and the Designated Person does not have any access or has not received 'Unpublished Price Sensitive Information' upto the date of signing the undertaking;
  - (ii) That in case the Directors and the Designated Person has access to or receives 'Unpublished Price Sensitive Information' after the signing of this undertaking but before the execution of the transaction, he/she shall inform the Compliance Officer of the change in his/her position and that he/she shall completely refrain from dealing in the securities of the Company till such time such information becomes public ;

(iii) That he/she has not contravened the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time; and

(iv) That he/she has made full and true disclosure in the matter.

c) The Directors/Officers/Designated Employees and their Dependents shall execute their transaction in respect of securities of the Company within one week after the approval of pre-clearance is given failing which the transaction has to be pre-cleared again.

d) The Directors/Officers/Designated Employees and their Dependents who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All the Directors/Officers/Designated Employees and their Dependents shall also not take positions in derivatives transactions in the shares of the Company. In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a period of 30 days. The holding period would commence when the securities are actually allotted.

## **11. RESTRICTIONS ON THE COMPANY**

The Company shall not deal in the Securities of another company or associate of that other company, while in possession of any Unpublished Price Sensitive Information of that other company.

## **12. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT :**

- a) Any Director or Designated Person who trades in securities of the Company or communicates any information for trading in the securities of the Company, in contravention of the Code of Conduct shall be held guilty and penalised and appropriate action shall be taken by the Company, which may include wage freeze, suspension, or termination of their employment/ Contract , ineligibility for future participation in employees stock option plans etc.
- b) The penal action taken by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations or this Code shall also be subject to action by SEBI as per SEBI Act. In case of any violation the Company shall inform SEBI accordingly.

## **13. GENERAL**

The decision of the Board of Directors of the Company with regard to any or all matters relating to this Code shall be final and binding on all concerned. The Board of Directors of the Company shall have the power to modify, amend or replace this Code in part or full as may be thought fit from time to time in their absolute discretion.

**14.** The amendment to the Code shall be duly approved by the Board of Directors and shall take effect immediately.

**FORM A**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992**

**(Regulation 13 (1) and (6))**

Regulation 13(1) – Details of acquisition of 5% or more shares in a listed company

Name & address of shareholder with telephone number	Shareholding prior to acquisition	No. and percentage of shares /voting rights acquired	Date of receipt of allotment /advice. Date of acquisition (specify)	Date of intimation to Company	Mode of acquisition (market purchase/public/rights/preferential offer etc.)	Shareholding subsequent to acquisition	Trading Member through whom the trade was executed with SEBI Registration No.of the TM	Stock exchange on which the trade was executed	Buy quantity	Buy value

Signature \_\_\_\_\_

Name \_\_\_\_\_

Designation \_\_\_\_\_

Date \_\_\_\_\_

E-mail ID for Communication \_\_\_\_\_

**FORM B**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992**

**(Regulation 13 (2) and (6))**

Regulation 13 (2) – Details of shares held by Director or officer of a Listed company

Name & Address of Director/Officer	Date of assuming office of Director / Officer	No. & % of shares/voting rights held at the time of becoming Director / Officer	Date of intimation to company	Mode of acquisition (market purchase / public / rights / preferential offer etc.)	Trading Member through whom the trade was executed with SEBI Registration No. of the TM	Stock exchange on which the trade was executed	Buy quantity	Buy value

Signature \_\_\_\_\_

Name \_\_\_\_\_

Designation \_\_\_\_\_

Date \_\_\_\_\_

E-mail ID for Communication \_\_\_\_\_

**FORM C**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992**

**(Regulation 13 (3) and (6))**

**Regulation 13(3) – Details of change in shareholding in respect of persons holding more than 5% shares in a listed company**

Name & address of shareholders	Shareholding prior to acquisition/sale	No. & % of shares/voting rights acquired/sold	Receipt of allotment advice/acquisition of shares/sale of shares normal>Receipt of allotment advice/acquisition of shares/sale of shares – specify	Date of intimation to company	Mode of acquisition (market purchase/public/rights/preferential offer etc.)	No. & % of shares/voting rights post-acquisition/sale	Trading Member through whom the trade was executed with SEBI Registration no. of the TM	Stock exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value

Signature \_\_\_\_\_

Name \_\_\_\_\_

Designation \_\_\_\_\_

Date \_\_\_\_\_

E-mail ID for Communication \_\_\_\_\_

**FORM D**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992**

**(Regulation 13 (4) and (6))**

**Regulation 13(4) – Details of change in shareholding of Director or Officer of a Listed Company**

Name & Address of Director/Officer	No. & % of shares/voting rights held by the Director/Officer	Date of receipt of allotment advice/acquisition / sale of shares/voting rights	Date of intimation to company	Mode of acquisition (market purchase/public/rights/preferential offer etc.)	No. & % of shares/post acquisition /voting rights sale	Trading Member through whom the trade was executed with SEBI Registration no. of the TM	Stock exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value

Signature \_\_\_\_\_

Name \_\_\_\_\_

Designation \_\_\_\_\_

Date \_\_\_\_\_

E-mail ID for Communication \_\_\_\_\_