



VAS INFRASTRUCTURE LTD.

CIN NO : L74999MH1994PLCO76538

Regd. Off. : Plot No. 757/758, Jwala Estate, Soniwadi, Near Kora Kendra, S. V. Road, Borivali (W), M - 92. T. : 022-2899 7506 / 3234 / 2658 Fax : +91-22-2899 7806
Email : vasinfrastuctureltd@yahoo.com # Website : www.vasinfrastuctureltd.com

REF.NO:BOMSTOCK/VAS/2019

April 5, 2019

Bombay Stock Exchange Ltd,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai -400 001

Dear Sir,

Ref: Company No. 531574

Sub: Code of fair Disclosure and Conduct and Company's Authorised person for determining materiality of an event or information

This is to inform you that the Board of Directors of the Company at its meeting approved the revisions in the Company's Code to regulate, monitor and Report Trading, Whistle Blower Policy, Policy on materiality of disclosures and Policies etc. in line with the amendments in SEBI LODR Regulations, 2015 and SEBI (Prohibition of Insider Trading) Amendment Regulations 2018, which will be effective from 1st April, 2019.

Accordingly, please find herewith the Company's revised :

1. Company's Code of Fair Disclosure and Conduct.
2. Details of Company's authorized persons for determining materiality of an event or information and making requisite disclosure.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,
for VAS INFRASTRUCTURE LIMITED,


(H.K. BIJLANI)
COMPANY SECRETARY

enc:a/a





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CONDUCT OF FAIR DISCLOSURE AND CONDUCT

(Under Regulation 8 read with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended by SEBI (PIT) Amendment Regulations, 2018)

The Company shall with effect from 1st April, 2019, follow the following revised Code of practices and procedures for fair disclosure of unpublished price sensitive information in order to adhere to each of the principles set out in Schedule A to SEBI (Prevention of Insider Trading) Regulations, 2015, without diluting the provisions of those Regulations.

1. The Company shall promptly make public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company shall ensure that uniform and universal dissemination of unpublished price sensitive information is made to avoid selective disclosure.
3. For the purpose of this Code, the Executive Director and in his absence the Company Secretary of the Company is designated as the Chief Investor Relations Officer to deal with the dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide appropriate and fair response to queries on news reports and request for verification of market rumours by regulatory authorities.
6. The Company shall ensure that information shared with analyst and research personnel is not unpublished price sensitive information.
7. The Company shall 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 disclosure made.



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8 All the employees/Directors of the Company who are handling in any way, the unpublished price sensitive information shall handle such information to a need-to-know basis and shall ensure that such price sensitive information once finally approved by the Board of Directors is disclosed promptly to the stock exchanges at which shares of the Company are listed. Further all price sensitive information of the company shall be required to be handled within the Organization on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person **except in furtherance of the Insider's legitimate purposes (as mentioned hereinbelow), performance of duties or discharge of his legal obligations.**

9. No person shall procure form or cause the communication by any Insider of unpublished price sensitive information (UPSI), relating to the Company or securities listed, except in furtherance of legitimate purpose(s) which shall include the following :

(i) Sharing of UPSI in the ordinary course of business by an Insider, Designated Person or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, supplier, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.

(ii) Sharing of UPSI where such communication is in furtherance of performance of duty (ies);

(iii) Sharing of UPSI for discharge of legal obligation (s);

(iv) Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

Provided that such sharing should not be carried out to evade or circumvent the prohibitions of the SEBI (Prevention of Insider Trading) Regulations, 2015.



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AUTHORIZATION FOR DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND MAKING REQUEST DISCLOSURES

The following key Managerial Personnel are authorized for the purpose of determining materiality of an event or information and for the purpose of disclosures to Stock Exchanges.

Name of the KMP	Designation	Telephone No.	E-Mail ID
Mrs. Kirti Kishore Padave	Executive Director	28997506/ 28983234	Kirti.padave@vasinfrastructureltd.com
Mr. Hariram K. Bijlani	Company Secretary (CS)	28997506/ 28983234	cs@vasinfrastructureltd.com

Further, in case of changes in the above Directors/Company Secretary/ Executives out of retirement/resignation/or otherwise cessation in office, the remaining ones are continued to be authorized and comply with regulatory and policy requirement until revised authorization is approved and disclosed to Stock Exchange.

FOR VAS INFRASTRUCTURE LTD.

(H. K. BIJLANI)
COMPANY SECRETARY