

VIVANZA BIOSCIENCES LIMITED

CIN: L24110GJ1982PLC005057

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Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Preface

This Code has been framed pursuant to the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the Regulations).

The Regulations as amended by the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 provides inter-alia that the Board of Directors of every listed company shall make a policy for determination of legitimate purposes as a part of Code of Fair Disclosure and Conduct.

In compliance of the above, the Board of Directors of Vivanza Biosciences Limited has amended this Code.

This Code will be effective from 1st April, 2019.

Objective

Vivanza Biosciences Limited (hereinafter referred to as the 'Company') is committed to fair disclosure of information about the Company and its securities without advantage to any select group. The Company maintains an active and open dialogue with various stakeholders and provides information which is reasonably and lawfully required by them to make an informed decision on dealing with or investment in the Company. As a policy, the Company prohibits the selective disclosure of non-public information about the Company and its securities.

Definitions

"Board" means Board of Directors of the Company.

"Chief Investors Relation Officer" (CIRO) means the Company Secretary & Compliance Officer of the Company.

"Company" means Vivanza Biosciences Limited.

"Code" means Code of practices and procedures for fair disclosure of unpublished price sensitive information or Code of Fair Disclosure and Conduct.

"Unpublished price sensitive information" (UPSI) means any information, relating to a company or its securities, directly or indirectly, that is not generally available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, delistings, disposals and expansion of business and such other transactions;
- v. changes in key managerial personnel.

"Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, from time to time.

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 2018, the Companies Act, 2013 and the rules and regulations made thereunder including amendments(s)/ modification(s) thereto.

Principles of Disclosure of UPSI

The Company will adhere to the following principles so as to ensure fair disclosure of unpublished price sensitive information of the Company and its securities.

1. Prompt public disclosure of UPSI by the Company by way of informing to the stock exchanges and uploading on the Company's website (www.vivanzabiosciences.com).
2. Uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The CISO shall oversee disclosures and deal with dissemination of information and disclosure of UPSI. In absence of CISO, any Key Managerial Personnel (KMP) of the Company shall oversee disclosures and deal with dissemination of information and disclosure of UPSI. The CISO shall be responsible for ensuring that the Company complies with continuous disclosure requirements and for overseeing and coordinating disclosure of UPSI to stock exchanges and on the website of the Company.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available. However, if such UPSI gets disclosed selectively (whether inadvertently or otherwise), the concerned officer of the Company shall immediately consult the CISO or any KMP of the Company, who shall arrange to make such information generally available.
5. The CISO or KMP shall appropriately and in fair manner response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensure that information shared with analysts/research personnel/ investors is not unpublished price sensitive information. In order to avoid misquoting or misrepresentation, it is desirable that at least two Company's representatives be present at the meetings with analysts, research personnel, investors.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.
8. All unpublished price sensitive information (UPSI) pertaining to the Company and its securities shall be handled on a need-to-know basis.

Policy for determination of Legitimate Purposes

No UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

'legitimate purpose' shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the regulations.

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 these regulations.

The UPSI should be protected, as far as reasonably possible, from deliberate or accidental misuse or disclosure, both within the Company and outside, i.e. to third parties.

Disclosure of Code

This Code and any amendment, shall be informed to stock exchanges and uploaded on the Company website www.vivanzabiosciences.com

Amendment/Modification

The Board of Directors may review and amend/modify this Code, in whole or in part, from time to time, in writing, as per the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other law, rules or regulations, as may be applicable.