

**VASHISHTHA LUXURY FASHION LIMITED**

**CODE OF CONDUCT FOR PROHIBITION OF  
INSIDER TRADING**

## 1. Introduction

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With a view to govern the conduct of insiders on matters relating to insider trading, the Securities and Exchange Board of India (SEBI) had formulated Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**Regulations**").

Sub-regulation (1) of Regulation 9 inter alia, requires all listed companies to frame a Code of Conduct for Regulating, Monitoring and Reporting of trading by insiders by adopting the minimum standards as set out in Schedule B to the Regulations.

Accordingly, Vashishtha Luxury Fashion Limited ("**Company**") has formulated this Code of Conduct for Prohibition of Insider Trading ("**Code**").

The Code has been formulated and adopted by the Board on the meeting held on 1<sup>st</sup> July 2024 and shall be applicable with immediate effect.

## 2. Objective

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The objective of the Code is to prevent dealing in securities of the Company by an Insider either on his own behalf or on behalf of any other person, on the basis of unpublished price sensitive information ("**UPSI**")

The Company endeavours to preserve the confidentiality of 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 Director, Officer, Designated Person and connected person of the Company has a duty to safeguard the confidentiality of all such UPSI obtained in the course of his or her work at the Company. No Director, Officer, Designated Officer and connected persons may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

## 3. Applicability

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Subject to applicable laws, this Code shall be applicable to all Directors, Officer, Designated Persons, their immediate relatives, connected persons, promoter and promoter group of the Company.

## 4. Definitions

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"**Act**" means the Securities and Exchange Board of India Act, 1992.

"**Board**" means the Board of Directors of the Company.

"**Compliance Officer**" means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory

compliance under the SEBI regulations designated so and reporting to the Board of Directors 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;

**“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.

**“Connected Person”** shall generally include:

- i) 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.
- ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
  - a. an immediate relative of connected persons specified in clause (i); or
  - b. a holding company or associate company or subsidiary company; or
  - c. an intermediary as specified in section 12 of the Act or an employee or director thereof; or
  - d. an investment company, trustee company, asset management company or an employee or director thereof; or
  - e. an official of a stock exchange or of clearing house or corporation; or
  - f. 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
  - g. 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; or
  - h. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
  - i. a banker of the Company; or
  - j. a concern, firm, trust, Hindu undivided family, Company or association of persons wherein a director of a Company or his immediate relative or banker of the Company, has more than ten percent of the holding or interest.

**“Designated Persons”** shall include a person occupying any of the following position in the company:

- All Directors on the Board.

- Promoters.
- All Key Managerial Personnel.
- Chief Executive Officer and employees up to two levels below Chief Executive Officer, of the Company and its material subsidiaries.
- All Employees in the Finance & Accounts, Legal, Secretarial & Compliance department of the Company and its material subsidiaries.
- Any other employee including support staff such as IT staff and secretarial staff who have access to UPSI as may be determined and informed by the Compliance Officer from time to time in consultation with the Board.

**“Employee”** means every employee of the Company including the Directors in the employment of the Company.

**“Insider”** means any person who is,

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information.

**“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.

**“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013

**“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof:

**“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.

**“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.

**“Trading Window”** means the period during which trading may be carried out in Company’s securities by the Designated Persons.

**“Trading Plan” (“TP”)** means a plan for dealing in securities of the Company for a period not less than 12 months by an insider.

**“Trading Day”** means a day on which the recognized stock exchanges are open for trading.

**“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.

*Other terms not specifically defined here shall have the same meaning as assigned under the SEBI (Prohibition of Insider Trading) Regulations, 2015.*

## **5. Compliance Officer**

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The **Company Secretary** of the Company shall be the Compliance Officer for setting forth the policies and procedures and to implement and monitor adherence to this Code and applicable laws and regulations and policies and procedures. The Compliance Officer shall report to the Board.

### Role of a Compliance Officer –

The Compliance Officer shall be responsible for –

- i. compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for preservation of unpublished price sensitive information.
- ii. pre-clearing of Designated Employees' trades in the company.
- iii. monitoring of trades in Company and the implementation of this Code of Conduct as well as the provisions of SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended from time to time, under the overall supervision of the Board.
- iv. The Compliance Officer shall maintain a record of the Designated Employees and any changes made in the list of Designated Employees.
- v. The Compliance Officer shall place before the Chairman of the Audit Committee on a quarterly basis, all the details of dealing in securities by the Directors / Designated Employees and the accompanying documents that such persons had executed under the pre-dealing procedure envisaged in this code of conduct.
- vi. The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

## **6. Information to be provided on a Need-to-Know Basis**

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UPSI is to be handled on a "need to know" basis, UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not rise to a conflict of interest or appearance of misuse of the information.

If, in the performance of duties, it becomes necessary for the Employee to disclose any price sensitive information to any person outside the Company, e.g., Advisors, Auditors, Consultants, Merchant Bankers, Share Transfer agent etc., the Employee shall inform the Compliance Officer of the Price Sensitive Information proposed to be disclosed and shall ensure that the concerned Advisor, Auditor, Consultant, Merchant Banker, Share transfer agent, etc., executes a Non-Disclosure Agreement with the Company in such format as may be prescribed by the Company.

#### Chinese Wall

No Insider shall communicate UPSI to any other person except on a need-to-know basis for furtherance of the Insider's legitimate purposes by permitting such other person to cross the Chinese Wall.

### **7. Preservation Of Price Sensitive Information**

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No person shall either on his own behalf or on behalf of any other person, deal in the securities of the Company when in possession of any UPSI.

No person shall communicate, counsel or procure directly or indirectly any UPSI to any person who while in possession of such UPSI shall not deal in the securities of the company.

Designated Employees shall maintain the confidentiality of all Price Sensitive Information. They shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of the securities of the company.

All non-public information directly received by any employee should immediately be reported to the head of the department.

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc

### **8. Prevention Of Misuse Of "Price Sensitive Information"**

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#### **A. All Designated employees of the Company shall be subject to trading restrictions as enumerated below:**

- i. All Designated Employees and their immediate relatives shall trade in the securities of the Company only during a specific trading period called "**Trading Window**" to be specified by the Company.
- ii. The trading window shall be closed when the compliance officer determines that a Designated Person can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

- iii. The trading window shall be closed at the end of every quarter, till 48 hours after the declaration of financial results of the Company. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
- iv. For other items, the Compliance Officer shall have the power to close the Trading Window for such purposes and for such period as he may deem fit in consultation with any whole-time director/CEO of the Company.
- v. The timing for re-opening of the trading window shall be determined by the Compliance officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- vi. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

**B. The Trading Window Restrictions shall not be applicable in the following scenarios:**

- i. The transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information and both parties had made a conscious and informed trade decision as defined in Regulation 4 (1) (i) of the Regulations.
- ii. The transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information and both parties had made a conscious and informed trade decision as per the guidelines of Regulation 4 (1) (ii) of the Regulations.
- iii. The transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- iv. The transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- v. The trades were pursuant to a trading plan set up in accordance with Regulation 5.
- vi. The trade was in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the respective regulations made by the Board.
- vii. Transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

## 9. Restrictions for dealing in Securities of the Company

No Designated persons and their Immediate Relatives shall enter into an opposite transaction i.e. sell or buy the Securities of the Company during a period of six months following a previous transaction. This restriction shall not be applicable for trades pursuant to exercise of stock options. However, once the shares acquired on exercise of the ESOPs are sold, the restriction on buying would become applicable for the next six months.

The aforesaid restriction (contra trade) shall not apply in respect of buy back offers, open offers, rights issues, bonus, split, consolidation and other related corporate actions.

In the event, a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund.

In case the sale of Securities is necessitated by personal emergency, the Compliance Officer is empowered to grant relaxation from strict application of such a restriction, after recording in writing the reasons for grant of such relaxations. The Designated Persons seeking waiver of the contra period must make an application in Form **Annexure 5** citing the reasons thereof, to the Compliance Officer.

## 10. Pre-Clearance of Trade

All Designated Persons, who intend to deal in the securities of the Company in their own name or in the name of their Immediate Relatives, when the trading window is open and if the value of the proposed trades is above a minimum threshold limit of Number of shares/Amount over any calendar quarter or such other limits Board may stipulate, shall obtain pre-clearance of the transactions from the Compliance Officer for each transaction.

However, pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Further, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of UPSI even if the trading window is not closed and hence, he shall not be allowed to trade.

The pre-clearance procedure shall be here under:

- i. An application shall be made in the prescribed Form **Annexure 1** to the Compliance officer indicating estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by the Compliance Officer in that behalf.
- ii. A Declaration in **Annexure 2** shall be executed in favour of the Company by such Person.
- iii. Before granting pre-clearance approval in form **Annexure 3**, the Compliance Officer shall have due regard to whether any such declaration is reasonably capable of being rendered in accurate.

**Commented [DK1]:** Limit can be in form of number of shares or In terms of total amount to be utilised

**Commented [DK2]:** This could be quarter or half year or annually - what board decides



- iv. All Designated Persons shall execute their order in respect of securities of the Company within seven (7) trading days from the date of the approval of pre-clearance. The Designated persons shall file within 4 (four) day of the execution of the deal, the details of such deal and changes in the holdings, with the Compliance Officer in the prescribed form **Annexure 4**. In case the transaction is not undertaken, a report to that effect shall also be filed **Annexure 4**.
- v. If the order is not executed within seven trading days from the date the approval is given, the Designated Person must seek fresh pre-clearance of the transaction.
- vi. All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction (shall not execute a contra trade) i.e. sell or buy any number of shares during the next six months following the prior transaction. All Specified Persons/Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case any contra trade is executed inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

**Commented [DK3]:** Company has to decide the no. of days in which such reporting shall be done which must not be more than 7 days

## **11. Reporting Requirements for Transactions in Securities**

**A.** All Designated Persons of the Company shall be required to forward following details including the statements of their Immediate Relatives:

- All holdings in securities of the Company at the time of joining the Company in **Annexure 6**.
- Disclosure of change in holding after sale/purchase of shares in **Annexure 7** immediately after completion of sale/purchase.
- Periodic statement of any transactions in securities of the Company as on the last date of every calendar quarter/half yearly as stipulated by the Board in **Annexure 8**.
- Annual statement as on 31<sup>st</sup> March every year of all holdings in securities in **Annexure 8**.

**B.** The Designated Persons shall be required to disclose names and Permanent Account Number (PAN) or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:

- immediate relatives,
- persons with whom such Designated Person(s) shares a material financial relationship,
- Phone, mobile and cell numbers which are used by them.

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

*The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.*

- C.** The compliance Officer shall maintain records of all declarations in the form given by the Designated person for a minimum period of five years.

## **12. Trading Plan**

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Provisions in regard to Trading Plan (“TP”) intends to give an option to persons who may be perpetually in possession of UPSI and enabling them to trade in securities in a compliant manner.

This provision would enable the formulation of a trading plan by an insider to enable him to plan for trades to be executed in future. By doing so, the possession of UPSI when a trade under a trading plan is actually executed would not prohibit the execution of such trades that he had pre-decided even before the UPSI came into being.

An Insider shall formulate a Trading Plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

No pre-clearance would be required for dealing in the securities of the Company once the Trading Plan gets approved.

Trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

### **Requisites of Trading Plan**

- Trading shall be executed on expiry of six months from the date of public disclosure of the Trading Plan.
- Trading as per Trading Plan shall not take place between 20th trading day prior to the last day of the financial period for which the results are required to be announced by the Company and 2 (two) trading days after the disclosure of such financial results.
- Designated Person shall give one Trading Plan at a time and the same shall not be less than 12 months i.e. there cannot be any overlapping of Trading Plans.
- Trading Plan shall set out either the value of trades or the number of securities to be traded, along with specific dates and time intervals.
- Trading on the basis of Trading Plan should not lead to market abuse.

### **Approval of Trading Plan**

- The Compliance Officer shall review the Trading Plan to assess whether such plan has any potential and is not in violation of the Regulations and shall be entitled to seek such express undertakings as may be considered necessary including but not limited to the effect that the applicant is not in possession of UPSI.
- On the basis of such assessment, the Compliance Officer shall within 15 working days of the receipt of Trading Plan, approve or disapprove any trading plan so submitted. In case of dis-approval the Compliance Officer shall record the reasons for the same.
- Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

#### **Execution of Trading Plan**

- Trading Plan once approved shall be irrevocable and has to be mandatorily implemented without any deviation.
- The implementation of the Trading Plan shall be deferred if any UPSI in possession at the time of formulation of the plan has not become generally available at the time of commencement of implementation of such plan.

### **13. Penalty for Contravention of Code of Conduct**

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- Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof applicable to his/her immediate relatives).
- Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Board of Directors of the Company apart from the penalties prescribed under the Code.
- The action by the Company shall be in addition to any action that may be taken by SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- In case it is observed by the Board of Directors that there has been a violation of SEBI regulations, they shall inform all the Stock Exchanges where the securities of the Company are traded promptly.

### **14. Policy Review/Amendments**

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The Board may amend, modify, or revise any or all clause of this code. In the event of any conflict between the provisions of this Policy and of the Act or regulations or any other

statutory enactments, the provisions of such Act or regulations or statutory enactments would prevail over the Policy and the provisions in the policy would be modified in due course to make it consistent with law.

**ANNEXURE 1**  
**APPLICATION FOR PRE-CLEARANCE**

Date: \_\_\_\_\_

To,  
The Compliance Officer,  
Vashishtha Luxury Fashion Limited

**Application for Pre-clearance of trading in securities of the Company**

Dear Sir,

With reference to SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prohibition of Insider Trading to regulate, monitor and Report Trading by Insiders, I \_\_\_\_\_, (Designation & Dept.), would like to seek your approval for purchase / sale equity shares of the Company as per details given below:

|    |  |  |
|----|--|--|
| 1. | Name of Person who is proposed to trade (Himself/Immediate Relative) |  |
| 2. | Designation (Himself/Relation with Relative)                         |  |
| 3. | Number of shares held as on date                                     |  |
| 4. | Folio No./DP ID/Client ID No.  |  |
| 5. | Nature of Trade (Purchase/Sale/Subscription)                         |  |
| 6. | Number of Shares to be dealt with                                    |  |
| 7. | Date by which the trade is proposed to be executed                   |  |
| 8. | Current Market price as on the date of Application                   |  |

My declaration for the purpose of Pre-clearance is attached herewith.

I/ my immediate relative is aware that if the order is not executed within seven trading days after the approval is given, I would have to pre-clear the transaction again.

I have made full and true disclosure in this application.

Yours faithfully,

\_\_\_\_\_  
Name:  
Designation:

Department:

## ANNEXURE 2

### DECLARATION TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

I, \_\_\_\_\_ (Name of the Designated Person) pursuant to my application dated \_\_\_\_\_ for pre-clearance of the transaction hereby undertake/declare that –

1. I declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for Prohibition of Insider Trading up to the time of signing of this declaration. In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this declaration but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.
2. I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.
3. I undertake to submit the necessary report within **2(two)** day of execution of the transaction / a 'Nil' report if the transaction is not undertaken.
4. If approval is granted, I shall execute the deal within 7 trading days from the date of approval of pre- clearance failing which I shall seek fresh pre-clearance
5. I declare that I have made full and true disclosure in the matter.

\_\_\_\_\_  
Name:  
Designation:  
Department:

Date: \_\_\_\_\_

**Annexure 3**  
**PRE- CLEARANCE APPROVAL LETTER**

To,  
Name: \_\_\_\_\_  
Designation: \_\_\_\_\_  
Department: \_\_\_\_\_

**Pre-Clearance Approval -Your application Dated \_\_\_\_\_**

Dear Mr. /Mrs. \_\_\_\_\_

This is to inform you that your request for dealing in \_\_\_\_\_(no's) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed within 7 trading days from today.

In case you do not execute the approved transaction /deal within the aforesaid period you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the prescribed format within **2(two)** day from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary. You shall not execute a contra trade within 6 months from the date of your present trade.

Yours faithfully,

\_\_\_\_\_  
For Vashishtha Luxury Fashion **Limited**  
Name: \_\_\_\_\_  
Compliance Officer

**Date:** \_\_\_\_\_



**Annexure 4**

**Reporting of Trade Executed/ Decision Not to Trade**

(To be submitted within **2(two)** day of transaction / dealing in securities of the Company)

Date: \_\_\_\_\_

To,  
The Compliance Officer,  
Vashishtha Luxury Fashion Limited

Dear Sir/Madam,

I hereby inform that in furtherance of your Pre-Clearance Approval dated \_\_\_\_\_ for Purchase/Sale of Shares, I have bought/sold/subscribed securities as mentioned below -

|    |   |  |
|----|---|--|
| 1. | Name of Holder                                  |  |
| 2. | Folio No./DP ID/Client ID No.                   |  |
| 3. | Nature of Trade<br>(Purchase/Sale/Subscription) |  |
| 4. | Number of shares transacted                     |  |
| 5. | Price at which transacted                       |  |
| 6. | Date of transaction                             |  |

Further I enclose herewith copy of Contract Note for your ready reference.

I declare that the above information is correct and that no provision of the Code of Conduct has been violated while executing aforesaid trade / transaction.

I also declare that I have complied/will comply with the requirements of minimum period of 6 months for entering an opposite transaction in respect of said Securities.

Or

According to approval of pre-clearance dated \_\_\_\_\_, I have not executed a trade / transaction due to \_\_\_\_\_ (reason of non-trading).

I will take fresh pre-clearance for trades as and when I propose to trade in Securities of the Company.

\_\_\_\_\_

Name:  
Designation:  
Department:

**ANNEXURE 5**

**APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD**

Date: \_\_\_\_\_

To,  
The Compliance Officer,  
Vashishtha Luxury Fashion Limited

**Permission for executing Contra Trade Within 6 Months of Previous Transaction**

Dear Sir/Madam,

I request you to grant me waiver of the minimum holding period of six months as required under the Code of Conduct for Prohibition of Insider Trading by Designated Persons with respect to \_\_\_\_\_ Shares of the Company held by me / \_\_\_\_\_ (name of relative) singly / jointly acquired by me on \_\_\_\_\_ (Date).

I desire to deal in the said shares on account of \_\_\_\_\_  
\_ (give reasons).

Thanking you.

Yours faithfully,

\_\_\_\_\_  
Name:  
Designation:  
Department:

**ANNEXURE 6**  
**REPORTING OF HOLDINGS AS ON \_\_\_\_\_ (INITIAL DISCLOSURE)**

Date: \_\_\_\_\_

To  
The Compliance Officer,  
Vashishtha Luxury Fashion Limited

Dear Sir /Madam,

I, \_\_\_\_\_, in my capacity as of the Company hereby submit the following details of securities held in the Company as on \_\_\_\_\_.

**Details of securities held by me:**

| Type of Securities | No. of Securities held | Folio No | Beneficiary A/c Client ID |
|--------------------|------------------------|----------|---------------------------|
|--------------------|------------------------|----------|---------------------------|

**Details of Immediate Relatives:**

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct on Prohibition on Insider Trading, I hereby declare that I have the following immediate relatives:

| Sr. No | Name of the Immediate Relatives | Relation with Designated Person | No. of Securities Held | Folio No. | Beneficiary A/c Client Id |
|--------|---------------------------------|---------------------------------|------------------------|-----------|---------------------------|
|--------|---------------------------------|---------------------------------|------------------------|-----------|---------------------------|

\_\_\_\_\_  
Name: \_\_\_\_\_

### Annexure 7

#### SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(2) read with Regulation 6(2) – Continual disclosure)

Date: \_\_\_\_\_

#### Details of change in holding of Securities of Promoter, Designated Person, Employees (Including their Immediate Relative)

| Name, PAN, CIN / DIN & addresses with contact nos. | Category of person (Promoters/ KMP/ Directors/ immediate relative to others, etc.) | Securities held prior to acquisition/ disposal |                            | Securities acquired / Disposed |     |       |  | Securities held post-acquisition / disposal |                            | Date of allotment advice / acquisition of shares / sale of shares specify |    | Date of intimation to company | Mode of acquisition/ disposal (on market/ public / rights / preferential offer/ off market/ Inter-se transfer, ESO Ps, etc) |
|--|--|--|----------------------------|--------------------------------|-----|-------|--|---|----------------------------|---|----|-------------------------------|---|
|  |  | Type of security *                             | No. and % of share holding | Type of security *             | No. | Value | No. Value Transaction Type (Buy/ Sale/ Pledge/ Revoke/ Invoke) | Type of security *                          | No. and % of share holding | From  | To |                               |   |
| 1  | 2  | 3  | 4                          | 5                              | 6   | 7     | 8  | 9   | 10                         | 11  | 12 | 13                            | 14  |
|  |  |  |                            |                                |     |       |  |   |                            |   |    |                               |   |

\*Type of security (For eg. – Shares, Warrants, Convertible Debentures, etc.)

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

Department: \_\_\_\_\_

**ANNEXURE 8**  
**REPORTING HOLDINGS AS AT THE END OF EVERY QUARTER / FINANCIAL YEAR**

**Date:** \_\_\_\_\_

To  
The Compliance Officer,  
Vashishtha Luxury Fashion Limited

Dear Sir/Madam,

I, \_\_\_\_\_ (Designation/Dept.) in my capacity as of the Company hereby submit the following details of securities held in the Company as on \_\_\_\_\_/OR as at 31<sup>st</sup> March/30<sup>th</sup> June/30<sup>th</sup> September/31<sup>st</sup> December, \_\_\_\_ [year].

**Details of securities held by me:**

| Type of Securities | No. of Securities held | PAN |
|--------------------|------------------------|-----|
|--------------------|------------------------|-----|

**Details of Immediate Relatives:**

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct on Prohibition on Insider Trading, I hereby declare that I have the following immediate relatives:

| Sr. No | Name of the Immediate Relatives | Relation with Designated Person | No. of Securities Held | PAN |
|--------|---------------------------------|---------------------------------|------------------------|-----|
|--------|---------------------------------|---------------------------------|------------------------|-----|

Yours faithfully,

\_\_\_\_\_  
Name:  
Designation:

Department: