

To

May 29, 2015

The Vice President

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.

Re.: Submission of Code of Conduct under SEBI (Prohibition of Insider Trading) Regulation, 2015


Sir/ Mam,

With reference to above mentioned subject, we Veto Switchgears and Cables Limited hereby submitting you the Code of Conduct under SEBI (Prohibition of Insider Trading) Regulation, 2015 which is consider and approved by the Board in the Meeting held on May 29, 2015 and shall become applicable w.e.f April 29, 2015.

So, kindly take the same in your record and acknowledge the same.

Thanking You,

For Veto Switchgears and Cables Limited


Chavi Rawat
(Company Secretary cum Compliance Officer)

Corporate Office :

230, Sindhi Colony, Raja Park, Jaipur-302 004 (Rajasthan) Tel : 0141-4100410-44 Fax : 4100415-25
Email : info@vetoswitchgears.com,vetoswitchgears@yahoo.co.in, Website : www.vetoswitchgears.com
Factory : Plot No. 65-67 & 74-77, Sector -5, IIE, SIDCUL, Ranipur, Haridwar-249403

Code of Conduct

(Under the SEBI (Prohibition of Insider Trading) Regulation, 2015

Applicable to the Directors/Officer/Designated Employees and Connected Persons)

Veto Switchgears and Cables Limited

This code may be called as code of conduct of Veto Switchgears and Cables Limited for prevention of Insider Trading. This code can be modified/amended/ altered by Directors/Compliance Officer authorized by the Board. But in case of any statutory modifications or amendment or alteration of the provisions of SEBI (Prohibition of Insider Trading) Regulation, 2015, the newly modified/amended/ altered provisions of the Regulations shall be placed before the Board of Directors of the Veto Switchgears and Cables Limited for noting and amended code shall be deemed to be implemented effective from the date of approval of the same by the Board.

1. PREAMBLE

Insider trading means dealing in securities of a listed company traded on any Stock Exchange in India by insiders which term includes Directors, Officers and Designated Employees of Veto Switchgears and Cables Limited based on and when in possession of unpublished price sensitive information (UPS).

The SEBI, as part of its efforts to protect the interest of investors in general, had issued the SEBI (Prohibition of Insider Trading) Regulation, 2015, under the powers conferred on it by the SEBI Act, 1992, which is made applicable to all the listed Companies. The Regulations prohibits insider trading.

2. APPLICABILITY

This code shall be applicable to all Directors, Officers and Designated Employees and their relatives of Veto Switchgears and Cables Limited.

3. DEFINITIONS

- a) **Act-** means the Securities and Exchange Board of India Act, 1992;
- b) **Board of Directors** – means the Board of Directors of Veto Switchgears and Cables Limited

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- c) **Body Corporate-** means a body corporate as defined under Sub Section 11 of Section 2 of the Companies Act, 2013
- d) **The Company-** means Veto Switchgears and Cables Limited(VETO)
- e) **Compliance Officer-** the officer appointed by the Board of Directors of Veto Switchgears and Cables Limited for the purpose of these Regulations from time to time
- f) **Code-** means this Code of Conduct for Prevention of Insider Trading including modifications made thereto from time-to-time.
- g) **Connected Person-** means shall have the meaning given to it under Regulation 2(d) of the Regulations and shall also include the promoters and their directors and key managerial personnel.
- h) **Trading-** means and includes subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities and "trade shall be constructed accordingly.
- i) **Promoter-**shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- j) **Designated Employees-** shall mean and include- Top three tier of Veto Switchgears and Cables Limited Management, namely:-
 - i. Chief Executive Officer (CEO), Chief Financial Officer (CFO);
 - ii. General Manager and above of all the departments of Veto Switchgears and Cables Limited;
 - iii. Senior Manager and above of Finance and Accounts, Secretarial, Banking Department of Veto Switchgears and Cables Limited
- k) **Officer- shall mean and include-**
 - i. Statutory, Secretarial and Internal Auditor of Veto Switchgears and Cables Limited.
 - ii. Person occupying the position as an officer or an employee of Veto Switchgears and Cables Limited or holds a position involving a professional or business relationship between himself and Veto Switchgears and Cables Limited whether temporary or permanent and who may reasonably be expected to have an access to unpublished price sensitive information in relation to that company.
 - iii. Any other person as decided by the Board of Directors of Veto Switchgears and Cables Limited.
- l) **Director-** means Directors on the Board of Veto Switchgears and Cables Limited both Executive and Non- Executive.
- m) **Insider-** means any person who,
 - i. Is or was connected with Veto Switchgears and Cables Limited or is deemed to have been connected with Veto Switchgears and Cables Limited and who is reasonably expected to have access to unpublished price sensitive information in respect of Veto Switchgears and Cables Limited, or
 - ii. Has received or has had access to such unpublished price sensitive information.
- n) **Unpublished price sensitive information-**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 affected the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:-
 - i. Financial results;

