



CHROME SILICON LIMITED

(Formerly Known as VBC Ferro Alloys Ltd)

CIN: L27101TG1981PLC003223 GST: 36AAACV7258A1ZG

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES

[under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

Introduction

The Securities and Exchange Board of India (SEBI), in its endeavors to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015("Regulations"). These regulations shall come into force with effect from 15th May, 2015 and the same have been made applicable to all companies whose share are listed on Indian stock exchanges. As per the Regulation 8 of the said Regulations, the Company is required to formulate Code of Practices and Procedures for Fair Disclosures.

Objective

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

Definitions

- 1.1 **"Board"** means the Board of Directors of the Company.
- 1.2 **"Code"** or **"Code of Conduct"** shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of CHROME SILICON LIMITED as amended from time to time.
- 1.3 **"Compliance Officer"** means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be
- 1.4 **"Chief Investor Relations Officer"** means the Compliance Officer of the Company.
- 1.5 **"Connected Person"** means, -

- (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 per cent. of the holding or interest;

1.6 **“Designated Persons”** The term Designated Person shall mean:

- a) Directors, promoters, member of promoter group of the Company, as may be applicable, if any.
- b) Chief executive officer.
- c) KMPs and head(s) of respective departments, of the Company and those of its material subsidiaries including their support staff/personal secretaries/ executive assistants.

- d) Senior management personnel up to one level below the persons mentioned at clause (c) above, and those of its material subsidiaries, including their support staff / personal secretaries / executive assistants and IT support staff.
- e) Employees of the finance, accounts, audit, taxation, corporate finance, investor relations, corporate communications, legal & secretarial based on their role and the access to unpublished price sensitive information.
- f) Employees of such other functions of the Company and those of its material subsidiaries who are in possession or likely to be in possession of unpublished price sensitive information and identified as such.
- g) Such other persons who may be designated as such from time to time, by the Board in consultation with the Compliance Officer, for the purpose of this Code, based on their role and function in the organization and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.
- h) Immediate relatives of persons specified above and Hindu undivided family of which such designated person is a member unless stated otherwise.

1.7 **“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.

1.8 **“Insider”** means any person who is:
 a) connected person; or
 b) in possession of or having access to unpublished price sensitive information

1.9 **“Key Managerial Personnel” or “KMP”** shall have the same meaning assigned to it under the Act, as amended from time to time and it includes the chief executive officer, the managing director, whole time director, chief financial officer, company secretary and such other officer not more than one level below the directors who is in whole time employment designated as KMPs by the Board or such other persons as may be prescribed.

1.10 **“Legitimate Purposes”**

For the purposes of this code, legitimate purposes may include: a. Sharing of UPSI, by an Insider, in the ordinary course of business, with any person, including 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 SEBI PIT Regulations.

b. Without prejudice to the provisions of sub-para (a) above, legitimate purposes for which UPSI can be shared by an Insider, shall include the following:

- a) Sharing the relevant UPSI with any person, for advice, consultation, valuation, fund raising or other intermediation and approvals, in relation to the subject matter of a proposed deal/assignment/tie-up/venture/investment/fund raising, resulting into UPSI itself or otherwise;
- b) Sharing the relevant UPSI with intermediaries, fiduciaries, merchant bankers, advisors, lawyers, bankers, consultants, valuers, rating agencies, accountants, auditors, insolvency professionals, business support agents, IT tools/system providers/facilitators, transaction processing service providers, in order to avail professional services from them in relation to the subject matter of UPSI;
- c) Sharing of relevant information with regulators (including any judicial or quasi judicial body or any governmental authority as a part of litigation or regulatory proceedings);
- d) Sharing the relevant UPSI for advice, consultation, transaction support, intermediation and approvals on projects relating to enterprise transformation, strategy, change management, analytics, re-organization, operation, improvement, technology, and similar domains;
- e) Sharing the relevant UPSI with business partners and other counter parties, which is essential and necessary to fulfil the terms and conditions of the relevant business arrangement with such partner, counter party, which may include a client, vendor, collaborator or a lender or financier;
- f) Sharing the relevant UPSI for advice, consultation, transaction support, intermediation, and approvals in the process of evaluation of new products or services, business opportunities and new lines of business;
- g) Sharing the relevant UPSI for statutory consolidation requirements or disclosure obligations;
- h) Sharing the relevant UPSI for performance monitoring and oversight duties of relevant decision makers;
- i) Sharing the relevant UPSI with persons engaged or involved in the processes leading to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- j) Sharing the relevant UPSI, in case necessary for performance of duties or discharge of legal obligations.

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

1.12 **"Promoter group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof

- 1.13 **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof except units of a mutual fund.
- 1.14 **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
- 1.15 **“Trading day”** means a day on which the recognized stock exchanges are open for trading;
- 1.16 **“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 affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
- (a) financial results;
 - (b) dividends;
 - (c) change in capital structure;
 - (d) mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions;
 - (e) changes in key managerial personnel.

Norms for disclosure of Unpublished Price sensitive information

a. Prompt public disclosure of unpublished price sensitive information

Unpublished Price sensitive information shall be given by company to stock exchanges promptly and also the said information shall be uploaded to the Company's official website <https://www.chromesilicon.com/> in order to be accessed by the investors and members of the company i. e., to make the information generally available.

b. Uniform and Universal dissemination of unpublished price sensitive information

The disclosure of unpublished price sensitive information shall be on a continuous, immediate, uniform basis and will be universally disseminated. The company may consider other ways of supplementing information released to stock exchanges by improving Investor access to their public announcements.

c. Overseeing and coordinating disclosure

The Chief Investor Relations Officer, for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information. The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements and overseeing and co-ordinating disclosure of unpublished price sensitive information to

stock exchanges, on the website of the company and media. If information is accidentally disclosed without prior approval of the Chief Investor Relations Officer, the person responsible may inform the Chief Investor Relations Officer immediately, even if the information is not considered unpublished price sensitive. In such event of inadvertent, selective disclosure of unpublished price sensitive information, the Chief Investor Relations Officer shall take prompt action to ensure such information is generally available.

d. Responding to market rumours

The Chief Investor Relations Officer shall promptly respond to any queries or requests for verification of market rumours by exchanges.

The Chief Investor Relations Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure. He/she shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumours.

Process of disseminating information in order to make the unpublished price sensitive information generally available

- Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- Company shall ensure that disclosure to stock exchanges is made promptly.
- The website of the company may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

Manner of dealing with analyst and research personnel

- (i) Only Public information to be provided - The company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.
- (ii) Handling of unanticipated questions - A listed company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes unpublished price sensitive information, a public announcement should be made before responding.
- (iii) The transcripts of the meetings with analyst/research persons/large investors like institutions will be posted on the website of the Company <https://www.chromesilicon.com>

Unpublished price sensitive information on Need-to-Know basis

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Structured Digital Database

A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purposes.

Disclosure of Code on Public Domain

This Code and any amendment thereof will be published on the Company's website <https://www.chromesilicon.com/>

Amendment of the Code

This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed.
