Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

The Company with intent to achieve the Principles of Fair Disclosure for the purposes of Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information, pursuant to sub-regulation (1) of regulation 8, as envisaged under the SEBI (Prohibition of Insider Trading) Regulations, 2015 will adhere to the following:

A. Disclosure and Handling of Unpublished Price Sensitive Information

A code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information for adhering each of the principles is set out below:

1. To make, prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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. To make, uniform and universal dissemination of unpublished price sensitive information, with intent to avoid selective disclosures.
3. The Company Secretary and Compliance Officer of the Company will be the Chief Investor Relations Officer to deal with dissemination of information and disclosures of unpublished price sensitive information.
4. To ensure, prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently, or otherwise to make such information generally available.
5. To provide appropriate and fair response to queries on news reports and requests for verification on market rumours by regulatory authorities.
6. The Company will ensure that, information if any, shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company will constantly endeavour to develop best practices to make transcripts and records of proceedings of meetings with analysts and other investor relations conferences on the official website (www.vertexbroking.com) to ensure official confirmation and documentation of disclosures made.
8. To handle all unpublished price sensitive information on a need-to-know basis.

B. Policy for determination of 'legitimate purpose'

Unpublished Price Sensitive Information (UPSI) in connection with the Company or its Securities may be communicated or provided / allowed access to, only where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The term "legitimate purpose" includes sharing of UPSI in the ordinary course of business with Company's collaborators, lenders including prospective lenders, customers, suppliers, merchant bankers, legal advisors, auditors, credit rating agencies, insolvency professionals or other advisors, service providers or consultants; provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the Regulations.

Whether sharing of UPSI for a particular instance tantamounts to 'legitimate purpose' would entirely depend on the specific facts and circumstances of each case. Primarily, the following factors should be considered while sharing the UPSI:

(a) whether sharing of such UPSI is in the ordinary course of business of the Company;
(b) whether sharing of the information is in the interests of the Company or in furtherance of a genuine commercial purpose;
(c) whether the nature of UPSI being shared is commensurate to the purpose for which access is sought to be provided to the recipient.

Any person who is in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as Insider for the purpose of Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the Regulations.

Additionally, structured digital database of recipients of UPSI shall be maintained by the Company in compliance with the requirements under the Regulations in this regard.

Any amendment to this code of Fair Disclosure shall be promptly intimated to the stock exchange where the securities of the Company are listed.

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