



Vinny Overseas Limited

MFG. OF RAYON - COTTON - POLYESTER - FASHION WEAR OF FABRICS

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A Govt. Recognised One Star Export House

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF VINNY OVERSEAS LIMITED AT ITS BOARD MEETING HELD ON TUESDAY, 07TH DAY OF AUGUST, 2018 AT REGISTERED OFFICE OF THE COMPANY AT B/H INTERNATIONAL HOTEL, NAROL-INSANPUR ROAD, NAROL, AHMEDABAD-382405.

APPROVAL OF CODE OF CONDUCT UNDER THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 AND APPOINTMENT OF COMPLIANCE OFFICER:

The Chairman informed to the Board that the Company needs to adopt the Code of Conduct under the SEBI (Prohibition of Insider Trading) Regulations, 2015 which will be applicable to the Directors/Officers/Designated Employees and Connected Person of the Company immediately after listing of the Shares of the Company. The Chairman placed before the Board a draft of the same duly initialed by him for the purpose of identification.

The Chairman informed that the company has to appoint COMPANY SECRETARY as Compliance officer under Code of Conduct under the SEBI (Prohibition of Insider Trading) Regulations, 2015 who shall be responsible for setting policies, procedures, monitoring adherence to the rules for the preservation of "Price Sensitive Information", Pre-Clearing trades of Directors, Officers, Designated Employees and connected persons (directly or through respective department heads as decided by the Company), monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board. The Board considered and passed the following resolution unanimously.

RESOLVED THAT the approval of the Board of directors of the Company be and is hereby granted for the Code of Conduct under the SEBI (Prohibition of Insider Trading) Regulations, 2015 which is applicable to the Directors/Officers/ Designated Employees and Connected Person of the Company and the Company Secretary and Compliance Officer be instructed to host the same on the website of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015, framed by the SEBI from time to time and as may be applicable (including any statutory modifications or re-enactment thereof for the time being in force) the Board of directors of the Company be and is hereby appoint CS as a Compliance officer of the Company and authorized to discharge all the duties under the SEBI (Prohibition Of Insider Trading) Regulations, 2015.

//CERTIFIED COPY//

For, ~~Rediffmail~~ Vinny Overseas Limited,

Authorized Signatory / Director
Hiralal Jagdishchand Parekh

Managing Director
DIN: 00257758