



## **CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING (MBPFSL INSIDER CODE)**

**(A Code of Conduct to regulate, monitor and report trading by Insiders pursuant to regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations 2015)**

***ADOPTED BY BOARD AT MEETING ON 22.05.2015***

### **SCOPE AND PURPOSE**

The Securities and Exchange Board of India repealed the erstwhile SEBI (Prohibition of Insider Trading) Regulations, 1992 and replaced it with the SEBI (Prohibition of Insider Trading) Regulations, 2015, on 15th January, 2015 (hereinafter referred to as the "Regulations") in terms of which, MBPFSL (the "Company") is required, inter alia, to frame a Code of Conduct for Prevention of Insider Trading (hereinafter referred to as MBPFSL Insider Code') by employees of the Company, including the Directors and other connected persons, in relation to the securities of the Company. In line with the said Regulations, the following "MBPFSL Insider Code" has been adopted by the Board of Directors (hereinafter referred to as 'Board') at its meeting held on May 22, 2015.

### **APPLICABILITY**

This MBPFSL Insider Code is applicable to all Directors, Designated Employees and their Immediate relatives, Promoter and Promoter Group of the Company.

### **DEFINITIONS**

"Designated Employees" shall cover the following:

- All Directors, whether executive, non-executive or independent
- Chief Operating Officer (COO),
- Chief Financial Officer (CFO),
- Company Secretary
- Heads, Senior Vice Presidents, Vice Presidents and Associate Vice Presidents;
- Such other employees working in the inside areas as may be determined from time to time.

"Designated Persons" shall mean the Designated Employees and Connected Persons.

"Securities" shall have the meaning assigned to it under the Securities

Contracts (Regulation) Act, 1956 or any modification thereof except units of a Mutual Fund.

"Promoter" and "Promoter group" shall have the same meaning assigned to them in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

"Trading day" means a day on which BSE Limited and/or NSEIL are open for trading. All the other terms used in the MBPFSL Insider Code shall have the same meaning as assigned to them under the Regulations.

### **MBPFSL INSIDER CODE**

1. Designated Persons of the Company when in possession of any unpublished price sensitive information, as defined in the regulations, pertaining to the Company:
  - 1.1 Shall not trade in securities of the Company, either on their own behalf or on behalf of any other person, except provided otherwise.
  - 1.2 Shall not communicate, counsel, procure or allow access to any unpublished price sensitive information to/from any person, except in furtherance of a legitimate object or performance of duties
  - 1.3 Shall maintain the confidentiality of all unpublished price sensitive information. Designated Persons shall not pass such information to any person directly or indirectly by way of making a recommendation of the purchase or sale of securities.
  - 1.4 All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
2. Designated Persons and the immediate relatives shall not trade in securities of the Company during closure of the "Trading Window", i.e. the period during which trading in the securities of the Company is prohibited. Trading Window shall be closed during the period starting from such no of days before the meeting of the Board of Directors, as the compliance officer deems proper and where there is no Board Meeting to be held, from the such date at which any unpublished price sensitive information, including the following, take place or are proposed to take place:
  - Approval of any quarterly, half yearly or annual financial results

- Issue of securities;
- Buyback and splitting of securities;
- Dividends;
- Significant expansion plans or new projects;
- Acquisition, amalgamation, merger, takeover of companies/ businesses, demerger, delistings;
- Disposal of whole or substantially the whole of any undertaking;
- Significant changes in plans or operations of the Company
- Changes in Key Managerial Personnel (KMPs);
- Material events in accordance with listing agreement.

The Trading Window shall open 48 (forty eight) hours after close of the Board meeting at which decisions in respect of the above events are taken or after the information in respect of the above events is made generally available, whichever is later.

3. When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trades is above exceeds 30,000 (Thirty thousand) shares or value of the securities to be traded exceeds 10 lakh rupees, whichever is lower at any point of time, in a month (either in one transaction or in a series of transactions). No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.
4. Designated Employees and their immediate relatives and any person who is a Promoter or part of Promoter group shall make following disclosures of Securities held in the Company by them to the Compliance Officer. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account.
  - 4.1 Disclosure of the holding shall be made by every Promoter, Promoter group and Designated Employees as on the date of these Regulations taking effect, to the Company within 30 (thirty) days of these Regulations taking effect in such format as may be specified by SEBI from time to time.

- 4.2 Disclosure shall be made of the holding of securities of the Company by every person on appointment as a Designated Employee of the Company or upon becoming a Promoter as on the date of appointment or becoming a Promoter, to the Company within 7 (seven) days of such appointment or becoming a promoter.
- 4.3 Disclosure shall be made to the Company by every Promoter, Designated Employees of the Company about the number of such securities acquired or disposed of within 2 (two) trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of rupees Ten lakh or such other value as may be specified in such format as may be specified by SEBI from time to time.
5. The Compliance Officer shall place before every meeting of Stakeholders Relationship Committee all the details of any trading in the securities by any Designated Employee of the Company and the accompanying documents that such persons had executed under the pre-clearance procedure as envisaged in the MBPFSL Insider Code. Further, the Compliance officer shall provide reports to the Chairman of Audit Committee and Chairman of the Board of Directors at regular intervals.
6. Any material contravention of the MBPFSL Insider Code shall be placed before the Stakeholder's Relationship Committee and disciplinary actions shall be initiated with due consultation with the Chairman of the Committee, notwithstanding any penal action taken by the Company, it shall not in any way preclude SEBI from taking any action in violation of the Regulations or any other applicable laws and enactments.
7. The Board of Directors (including any Committee authorized in this regard), are authorized to make such alterations to this Code as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015

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