MPS LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES OF THE COMPANY AND CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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MPS LIMITED
CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES OF THE COMPANY

[Under Regulation 9(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended by Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

1. INTRODUCTION:

The Securities and Exchange Board of India ("SEBI") has, in order to protect the interests of investors in general and to put in place a framework for prohibition of insider trading in securities of the Company and to strengthen the legal framework thereof, issued the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2018 (**"the Regulations"**) pursuant to the powers conferred on it under section 30 of the Securities and Exchange Board of India Act, 1992 ("SEBI Act"). The Regulations has come into force with effect from 15th May 2015 and the amendments has come into force with effect from 1st April, 2019 and the same are applicable to all companies whose securities are listed on any recognised stock exchange.

The Regulations provides that every listed company shall frame (a) Code of Conduct, to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons. (b) Code of Practices and Procedures, for fair disclosure of unpublished price-sensitive information, towards achieving compliance with the Regulations.

This document embodies:

(a) the Code of Conduct for regulating, monitoring and reporting of trades by designated persons and immediate relatives of designated persons and

(b) the Code of Practices and Procedures, for fair disclosure of unpublished price sensitive information, as provided under the Regulations. This Code applies to all Designated Persons and Connected Persons, as defined in the Code.

2. DEFINITIONS

In this Code, unless the context otherwise requires, the following words, expression and derivations therefrom shall have the meanings assigned to them, as under:

(a) **"Act"** means the Securities and Exchange Board of India Act, 1992 and includes any statutory modifications or amendments thereto from time to time in force.

(b) **"Board"** means the Board of Directors of the Company.

(c) **"Code"** means this Code of Conduct for regulating, monitoring and reporting of trades under the Regulations, and any modifications /amendments made thereto from time to time.

(d) "**Chinese Walls**" shall have the meaning assigned thereto in clause 7(1) of this Code.

(e) "**Chief Investor Relations Officer**" shall have the meaning assigned to it in paragraph 1(a) of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

(f) **"Company"** means MPS LIMITED.

(g) "**Companies Act**" means the Companies Act, 2013 and the Rules made thereunder and shall include any modifications or amendments thereto from time to time in force.

(h) **"Compliance Officer"** means the senior officer designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the 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 implementation of the codes specified under the Regulations under the overall supervision of the Board.

Explanation – For the purpose of this regulation, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

(i) **Connected Person**" means:

I. any person who is or has during the six months prior to the concerned act been associated with the 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,

(i) an relative of connected persons specified in clause 2 (i); or
(ii) a holding company or associate company or subsidiary company; or
(iii) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
(iv) an investment company, trustee company, asset management company or an employee or director thereof; or
(v) an official of a stock exchange or of clearing house or corporation; or
(vi) 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
(vii) 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; or
(viii) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
(ix) a banker of the Company; or
(x) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his relative or banker of the Company, has more than ten per cent, of the holding or interest.
(xi) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
(xii) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);

(j) **"Contra Trade**" shall have the meaning assigned to it in Clause 6 of this Code.

(k) **"Dependent"** with respect to any person, means the parents, siblings, spouse, children, children of the spouse (whether minors or adults) of such person who are either financially dependent on such person or consult with such person while taking decisions relating to trading in securities.

(l) **"Designated Persons"** means: -
(i) All Directors of Company and their Executive Secretaries;
(ii) All Directors of Material Subsidiaries
(iii) Officers /Assistant Managers in Grade D4 and above across all SBUs and Divisions in the Company;
(iv) Senior Manager and above across all business units in the Material Subsidiaries in India or outside India;
(v) Every employee in Finance, Secretarial, Legal Department; and those involved in typesetting and printing of results in the operations team.
(vi) Every employee of Material Subsidiaries in Finance, Secretarial, Legal Department; and those involved in typesetting and printing of results in the operations team.
(vii) Promoters of the Company
(viii) Promoter of intermediaries (intermediaries as defined in Section 12 of Securities Exchange Board of India Act, 1992) and promoter of fiduciaries.
(ix) Every employee of intermediary or fiduciary as may be designated by them for assisting or advising the Company, who has access to Unpublished Price Sensitive Information of the Company.
(x) All other persons, being in any contractual, fiduciary or employment relationship with the Company or material subsidiaries, 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;
(xi) Such other persons as may be specified by the Board in consultation with the Compliance Officer; and
(xii) Any other persons designated as such by the Compliance Officer in consultation with the Chairman of the Board / Chief Executive Officer / Chief Financial Officer keeping in mind the objectives of the Code.

(m) **"Director"** means a member of the Board of Directors of the Company.

(n) **"Employee"** means every employee of the Company, including the Directors who are in employment of the Company.

(o) **"Fiduciary"** includes Statutory Auditors, Internal Auditors, Secretarial Auditors, Retainers, lawyers and other advisors of the Company.

(p) **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;.

(q) **"Immediate Relative"** means 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.

(r) **"Insider"** means any person who is:
a connected person or in possession of or having access to unpublished price sensitive information

(s) "**Insider Areas"** and **"Public Areas"** shall have the meanings respectively assigned to them in clause 7(ii) of this Code.

(t) **"Key Managerial Personnel (KMP)"** means a person as defined so under Section 2(51) of the Companies Act including any amendment or modification made thereto.

(u) **"Legitimate Purpose"** sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of Regulations.

(v) **"LODR Regulations"** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities and Exchange Board of India for the listed Companies on Stock Exchange(s).

(w) **"Material Subsidiary"** shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

(x) "**Need to know"** means Price Sensitive Information disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

(y) **"Promoter"** 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 statutory modification thereof for the time being in force.

(z) "**Regulations**" shall mean The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended by Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018,for the time being and from time to time in force.

(aa)**"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof for the time being in force, except units of a mutual fund.

(bb)"**SEBI"** means Securities and Exchange Board of India constituted under Securities and Exchange Board of India Act, 1992 and any modifications or amendments thereto for the time being in force.

(cc) "**Stock Exchange"** means Bombay Stock Exchange (BSE Limited) and National Stock Exchange of India Limited.

(dd)"**Specified"** means specified by the Board of Securities and Exchange Board of India, in writing.

(ee)**"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any modifications or amendments thereto for the time being in force;

(ff) "**Trading**" means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

(gg)**"Trading Day"** means a day on which the recognized stock exchanges are open for trading;

(hh)"**Trading Window**" shall have the meaning assigned to it in Clause 8(a) of this Code;

(ii) "**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: –

i. financial results;

ii. dividends;

iii. change in capital structure;

iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business , award or termination of order/contracts not in the normal course of business and such other transactions;

v. changes in key managerial personnel , other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor; ; and

(vi) change in rating(s), other than ESG rating(s);

(vii) fund raising proposed to be undertaken;

(viii) agreements, by whatever name called, which may impact the management or control of the company;

(ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;

(x) resolution plan/ restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions;

(xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;

(xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;

(xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;

(xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;

(xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;

(xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):
a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

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(jj) relative" shall mean the following:

(i) spouse of the person;
(ii) parent of the person and parent of its spouse;
(iii) sibling of the person and sibling of its spouse;
(iv) child of the person and child of its spouse;
(v) spouse of the person listed at sub-clause (iii); and
(vi) spouse of the person listed at sub-clause (iv)

Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender shall include the feminine gender and vice versa.

Words and expressions used in this Code but not defined herein shall have the meanings respectively assigned to them under the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act.

3. POWERS, DUTIES AND RESPONSIBILITIES OF THE COMPLIANCE OFFICER

(a) The Company has appointed the person holding the position of Company Secretary / Compliance Officer as the Compliance Officer for the purposes of this Code and the Regulations. The Compliance Officer shall make best endeavours to ensure compliance with, and effective implementation of, the Regulations and the Code by Designated Persons.

(b) The Compliance Officer shall report to the Board at least once in a year and in particular, shall provide report to the Chairman of the Audit Committee or to the Chairman of the Board, at such frequency, as may be stipulated by the Board. Further, the Compliance Officer shall, at all times, abide by any directions and instructions that may be issued by the Board.

(c) The Compliance Officer shall be responsible for:
   (i) setting forth policies in consultation with the Chairman /Chief Executive Officer/ Chief Financial Officer as and when required;
   (ii) prescribing procedures in connection with the Code;
   (iii) monitoring adherence to the rules specified in the Code for the preservation of Unpublished Price Sensitive Information;
   (iv) pre-clearing approvals, either directly or through heads of various departments as decided by the Board, to dealings in the Company's Securities by the Designated Persons and Dependent and monitoring of such dealings;
   (v) implementation of this Code under the overall supervision of the Board.

(d) The Compliance Officer shall maintain a record of all the Designated Persons and immediate relatives of designated persons and changes to the list from time to time.

(e) The Compliance Officer shall maintain records of all declarations and disclosures received by him under the Code for a minimum period of five (5) years.

(f) The Compliance Officer shall be responsible for the approval of Trading Plans. The Compliance Officer shall also be responsible for notifying the Trading Plans to the stock exchanges on which Securities are listed.

(g) The Compliance Officer shall maintain a record of trading window from time to time.

(h) The Compliance Officer shall assist the employees in addressing any clarifications regarding the Regulations and this Code.

4. RESPONSIBILITIES OF DESIGNATED PERSONS AND CONNECTED PERSONS

(a) **Preservation of Unpublished Price Sensitive Information:** The Designated Persons and Connected Persons shall maintain confidentiality of all Unpublished Price Sensitive Information and shall not communicate, provide, or allow access to any Unpublished Price Sensitive Information relating to the Company, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(b) **Need to know:** Designated Persons and Connected Persons, who are reasonably expected to have access to Unpublished Price Sensitive Information or who have received or have had access to such information, shall handle the same on a ***"need to know"*** basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of his / her legitimate purposes, performance of duties or discharge of legal obligations.

(c) **Limited access to confidential information:** Designated Persons and Connected Persons, who are reasonably expected to have access to Unpublished Price Sensitive Information or who have received or have had access to such information, shall ensure that :

   (i) files containing Unpublished Price Sensitive Information are kept secure;
   (ii) computer files have adequate security of login through a password; and
   (ii) follow the guidelines for maintenance of electronic records and systems as prescribed within the Company from time to time in consultation with the person in charge of the information technology function.

(d) **Communication to Media / Public :** The Compliance Officer shall be consulted in advance, before any communication is made to the media / public on behalf of the Company, which may have impact on the price movement in the Company's scrip.

5. Restrictions on Designated Persons & Connected Persons for Trading when in possession of Unpublished Price Sensitive Information

(i) No Designated Person and Connected Person shall –

a. either on his own behalf, or on behalf of any other person, trade in securities when in possession of any Unpublished Price Sensitive Information unless made in accordance with the Trading Plan as enumerated in this Code;

b. advice any person to trade in the Securities while being in possession, control or knowledge of Unpublished Price Sensitive Information. For avoidance of any doubt it is clarified that "advice" shall mean to include recommendations, communications or counseling.

(ii) Each Designated Person and Connected Person shall ensure that their respective wealth managers, portfolio managers or similar persons do not trade in the Securities of the Company on behalf of any designated person and Connected person unless such insider is permitted to trade in the Securities of the Company in accordance with this Code. Insiders/Designated Person/Connected Person in the organization shall be governed by an internal code of conduct governing dealing in securities.

(iii) When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession, provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

a. the transaction is an off-market *inter-se* transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of Regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2015 and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. The company shall notify the particulars of such trades to the stock exchange within two trading days from receipt of the disclosure or from becoming aware of such information.

b. the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2015, and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

i. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

ii. the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

iii. In the case of non-individual insiders: –

(a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

(b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

iv. the trades were pursuant to a trading plan set up in accordance with regulation 5 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(iv) In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on SEBI.

6. RESTRICTIONS ON OPPOSITE TRANSACTIONS AND SHORT SELLING

Contra Trade

(i) All Designated Persons who buy or sell any number of Securities of the Company shall not enter into an opposite trade– if any, in the Securities of the Company at any time. This restriction on opposite trade shall not apply to ESOPs – if any, allotted to the Designated Persons provided the minimum period of holding is complied.

(ii) If a Designated Person intends to enter into a Contra Trade before the expiry of next 6 months, such Contra Trade may be made only with prior approval of the Compliance Officer. The Compliance Officer while approving such exception, shall record in writing the reasons for which such exception was granted and why such exception would not be in violation of the Code or the Regulations.

(iii) In the event that a Contra Trade has been executed before the expiry of next 6 months without prior approval of the Compliance Officer, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

Provided that contra trade shall not be applicable for trades pursuant to exercise of stock options

Short Selling

(iv) opposite transaction i.e. sell or buy any number of Securities during the next six months following the prior transaction ("**Contra Trade**"). All Designated Persons shall also not take positions in derivative transactions. No Designated Person shall directly or indirectly sell any Security if such Designated Person (i) does not own the Security sold; or (2) owns the Security but does not deliver such Security against such sale within the acceptable settlement cycle ("short sale").

7. CHINESE WALLS

- Additionally, while dealing with or handling Unpublished Price Sensitive Information within the Company, the Company shall establish policies, procedures and physical arrangements (collectively "**Chinese Walls**") designed to manage confidential information and prevent the inadvertent spread and misuse of Unpublished Price Sensitive Information, or the appearance thereof.

- Chinese Walls shall be used to separate areas that have access to Unpublished Price Sensitive Information ("Insider Areas") from those who do not have such access ("Public Areas") within the Company.
- Where Chinese Walls arrangements are in place, Designated Persons working within an Insider Area are prohibited from communicating any confidential or Unpublished Price Sensitive Information to anyone in Public Areas without the prior approval of the Compliance Officer.
- Designated Persons within a Chinese Wall have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately.
- A Designated Person may cross the Chinese Wall to enter the Insider Areas only with the prior approval of the Compliance Officer, and would be subject to all restrictions that apply to such areas.
- The establishment of Chinese Walls does not mean or imply that Unpublished Price Sensitive Information can circulate freely within Insider Areas.

8. TRADING WINDOW

(a) Subject to sub-paragraph (b) below, the Compliance Officer may, in consultation with the Board, specify a trading period (hereinafter referred to as the "Trading Window") for dealing in the Securities PROVIDED THAT unless otherwise specified by the Compliance Officer, the Trading Window shall, subject to sub-paragraph (b) below, remain open for dealing in the Securities.

(b) Unless otherwise specified by the Compliance Officer, the Trading Window shall be:

i. closed from the end of every quarter, till 48 hours after the pre-agreed Board meeting date and time at which Financial Results are to be considered by the Board;

ii. *inter alia* closed 2 (two) days prior to and 2 days after:

- any intended announcements regarding amalgamation, mergers, takeovers and buy- back, disposal of whole or substantially whole of the undertaking, issue of Securities by way of public/ rights/bonus etc., any major expansion plans or execution of new projects,

- any changes in policies, plans or operations of the Company that could have a material impact on its financial performance, and

(c) The Trading Window shall remain closed during the time the Unpublished Price Sensitive Information remains un-published. The Trading Window shall be opened 48 hours after the Unpublished Price Sensitive Information is made public.

(d) The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

(e) All Designated Persons shall conduct, and cause their immediate relatives to conduct, their dealings in the Securities only when the Trading Window is open and no Designated Person or immediate relatives of designated persons shall deal in any transaction involving the purchase or sale of the Securities of the Company during the periods when the Trading Window is closed, as referred to in sub-paragraph (b) above, or during any other similar period as may be specified by the Compliance Officer from time-to-time pursuant to sub- paragraph (a) above. It is the duty of the Designated Persons to inform the immediate relatives of the closure of the Trading Window and ensure that they do not deal in the Securities of the Company.

(f) The Designated Persons who participate in the Company's employee stock option plan ("ESOP"), if any, shall not sell the Securities allotted to them on exercise of their ESOPs when the Trading Window is closed PROVIDED HOWEVER THAT the exercise by them of such ESOPs shall be permitted when the Trading Window is closed.

(g) In addition to the above, the Compliance Officer may in consultation with the Chairman / Chief Executive Officer / Chief Financial Officer, declare the Trading Window closed, on an "as-needed" basis for any reason.

(h) Despite the Trading Window being open, Designated Persons would only be allowed to trade subject to the conditions specified in Clause 9 below and provided that they are not in possession of any Unpublished Price Sensitive Information at the time they carry out the transaction.

9. PRE-CLEARANCE FOR DEALINGS IN SECURITIES

(a) **Applicability**: Every Designated Person and immediate relatives of designated persons who intends to Trade in the Securities of the Company in a Calendar Quarter (either in one transaction or in a series of transactions) for a consideration price exceeding Rs. 1,00,000 (One Lakh), in the Securities of the Company should obtain a prior approval for the transactions as per the procedure described hereunder. This is a mandatory requirement even when the Trading Window is open. A Designated Person shall apply for pre-clearance only if he/she or his/her Dependent intends to trade beyond the threshold limits mentioned above.

Any Designated Person and immediate relatives of designated persons (including Dependent) who carries on any transaction or series of transactions to circumvent this clause shall be in violation of this Code.

(b) **Pre-dealing Procedure**: For the purpose of obtaining a pre-dealing approval, the concerned Designated Person and immediate relatives of designated persons shall make an application in the form specified in **Annexure - 1** hereto to the Compliance Officer, who shall forward a copy of the same to the Chairman / Chief Executive Officer / Chief Financial Officer. Such application should be complete and correct in all respects and should be accompanied by (i) an undertaking in the form specified in **Annexure - 2** hereto; and (ii) such other documents as may be prescribed by the Compliance Officer from time-to-time. The application for *pre-dealing* approval with enclosures shall be sent by the Designated Person through electronic mail to the address **investors@mpslimited.com / compliance officer** followed by hard copies of the same.

10. APPROVAL

(a) The Compliance Officer shall consider the application made as per paragraph 9(b) above and shall convey his approval / rejection to the same through electronic mail and forward a copy of the same to the Chairman / Chief Executive Officer / Chief Financial Officer. The Compliance Officer shall be entitled to seek declarations to the effect that the Insider applying for pre-clearance is not in possession of any Unpublished Price Sensitive Information. The Compliance Officer shall also have the discretion to assess and decide as to whether such declarations are factually accurate. The Compliance Officer shall convey his decision to the insider within 7 Trading Days of receipt of the application. If the Compliance Officer does not respond within 7 Trading days, it shall be deemed to be a rejection of the application.

(b) Preclearance of trades shall not be required for a trade executed as per approved trading plan.

(c) Every such approval shall be issued in the form specified in **Annexure - 3** hereto. Every approval shall be dated and shall be valid for a period of 1 (one) week from the date of approval.

(d) In the event of absence of the Compliance Officer, the Board may delegate performance of the duties and responsibilities referred to in this paragraph to any head of department of the Company.

(e) All transactions involving the Compliance Officer shall be approved by the Chairman of the Audit Committee/ Chief Executive Officer / Chief Financial Officer.

11. COMPLETION OF PRE-CLEARED DEALING

(a) All insider shall execute the pre-cleared deal in respect of the Securities of the Company not later than 1 (one) week from the date of the approval and send within 2 Trading Days of execution of the transaction, the details of such transaction, to the Compliance Officer in the format prescribed in **Annexure - 4**.

(b) If the pre-cleared deal is not executed by the concerned and insider pursuant to the pre-dealing approval granted by the Compliance Officer within 1 (one) week of the date of such approval, the Designated Person and immediate relatives of designated persons shall not deal in such Securities without applying once again to the Compliance Officer for pre-clearance of the transaction covered under the said approval.

12. HOLDING PERIOD

(a) All Designated Persons and immediate relatives of designated persons shall hold their investments in the Securities of the Company for a minimum period of 6 months. The holding period in case of subscription in the primary market shall be 30 days and shall, in such case, commence when the Securities of the Company are actually allotted.

(b) In case the sale of Securities of the Company is necessitated by personal emergency, the holding period referred to above may be waived by the Compliance Officer after recording his reasons in writing in this regard.

13. TRADING PLAN

(a) An Insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

(b) The trading plan shall:–

(i) not entail commencement of **trading on behalf of the insider earlier than hundred and twenty calendar days** from the public disclosure of the plan;

(ii) not entail overlap of any period for which another trading plan is already in existence;

(iii) set out following parameters for each trade to be executed:

(a) either the value of trade to be effected or the number of securities to be traded;
(b) nature of the trade;
(c) either specific date or time period not exceeding five consecutive trading days;
(d) price limit, that is an upper price limit for a buy trade and a lower price limit fir a sell trade, subject to the range as specified below:

- for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty percent higher than such closing price;
- for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty percent lower than such closing price.

(iv) not entail trading in securities for market abuse.

(c) The Compliance Officer upon receipt of such trading plan shall review the same to assess whether the plan would have any potential for violation of the Regulations. The Compliance Officer shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the trading plan.

(d) The Compliance officer will endeavor to approve the trading plan within two working days of receipt of the trading plan together with necessary undertakings and declarations and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

(e) The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

(f) The implementation of the trading plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

(g) The insider has set a price limit for a trade under sub-clause (d) of clause (v) of Para 13(b) of this policy, the insider shall execute the trade only if the execution price of the security is within such limit. If the price of the security is outside the price limit set by the insider, the trade shall not be executed.

In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

(i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.

(ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.

(iii) The decision of the Audit Committee shall be notified by the Compliance Officer on the same day to the Stock Exchanges on which the securities are listed.

(iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct

14. DISCLOSURE OF INTEREST AND DECLARATION BY DESIGNATED PERSONS / CONNECTED PERSONS

(a) Initial Disclosure

i. Every Promoter, Director and KMP have disclosed his / her holding of Securities of the Company as on May 15, 2015, or shall disclose within thirty (30) days thereafter in **Annexure 5**.

ii. Every person on appointment as a Director or KMP of the Company or upon becoming a Promoter shall disclose his / her holding of securities of the Company as on the date of appointment or becoming a Promoter to the Company within seven (7) days of such appointment or becoming a Promoter as per **Annexure - 6**.

(b) Continual Disclosure

(1) Every Promoter, Designated Person and Director of the Company shall disclose to the Company the number of the Securities of the Company acquired or disposed off, within 2 Trading Days of such transactions 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 Rs.10 Lacs or such other value as may be specified as per **Annexure - 7**.

(2) Additionally, all Designated Persons shall furnish the following declarations, from time to time, as detailed below:

(2.1) all holdings in Securities of the Company by Designated Persons at the time of joining the Company as per **Annexure - 6;**

(2.2) quarterly statements of any transactions in Securities of the Company (including trades where pre-clearance is required and those made in accordance with the Trading Plan) as per **Annexure - 8**;

(2.3) annual statement of all holdings in Securities of the Company as prescribed as per **Annexure - 9; and**

(2.4) Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

a) immediate relatives
b) persons with whom such designated person(s) shares a material financial relationship
c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

Note: The disclosures required to be made by any person under this Clause shall extend to such person's Dependents or any other person financially dependent on such person or any person who consults with such person while taking trading decisions. Additionally, the disclosure requirements under this Clause would require to be made irrespective of whether the transaction is pre-approved or not.

(c) Disclosures by other Connected Persons

The Company may, at its discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations.

(d) Disclosure by Company to Stock Exchanges

The Company shall notify the particulars of such trading in Securities of the Company as specified in sub-clause (b)(1) above to the stock exchanges on which they are listed, within 2 Trading Days of receipt of the disclosure or from becoming aware of such information.

15. PROTECTION AGAINST RETALIATION AND VICTIMIZATION

This Chapter has been inserted pursuant to the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019.

'Informant' means an individual, who voluntarily submits to SEBI a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under the Regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward.

An Informant can voluntarily submit either on their own or through their legal representative to the Office of Informant Protection of SEBI a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in the format and manner set out as Schedule D to SEBI (Prohibition of Insider Trading) Regulations, 2015 and/or in another format/manner as may be prescribed by SEBI by way of amendments thereto enforced from time to time/circulars to be issued in this regard, if any.

SEBI may on receipt of the Voluntary Information Disclosure Form, and on due examination, investigation, inquiry, audit, and other proceedings, as may be required, and subject to due cooperation by the Informant during such period, may at its sole discretion, declare an Informant eligible for Reward and intimate the Informant or his/her legal representative to file an application in the format provided in Schedule E of to SEBI (Prohibition of Insider Trading) Regulations, 2015 and/ or another format/manner as may be prescribed by SEBI by way of amendments thereto enforced from time to time/circulars to be issued, if any, for claiming such Reward.

An Informant who files a Voluntary Information Disclosure Form (irrespective of whether the information is considered or rejected by SEBI) will be protected against any adverse action and/ or discrimination as a result of such reporting to SEBI under this Scheme, provided it is justified and made in good faith. The Company is forbidden from taking any adverse action against the Informant for exercising a right as above.

Adverse action is defined as:

- Discharging from employment,
- Terminating services,
- demotion,
- suspension,
- threats
- harassment,
- discriminating against employment
- whether made directly or indirectly.

16. Policy And Procedure for Inquiry in case of Leak of Unpublished Price Sensitive Information or Suspected Leak of Unpublished Price Sensitive Information

Regulation 9A(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015, stipulates that the Company shall formulate written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, which shall be approved by board of directors of the company.

The policy and procedure for inquiry in case of Leak of UPSI or suspected Leak of UPSI is enclosed as **Annexure -10** and forms integral part of this Code.

17. Penalty for Contravention

(a) Every Designated Person shall comply with, and cause his Dependent to comply with, the provisions of this Code.

(b) A Designated Person who violates this Code shall, in addition to any other action that may be taken by the Company under law, be subject to appropriate sanctions and disciplinary action by the Company, which may include freezing of wages/salary, suspension and termination of employment.

(c) The action taken by the Company against any Designated Person pursuant to sub-paragraph (b) above shall not preclude SEBI from taking any action for violation of this Code.

(d) In case it is observed by the Compliance Officer that there has been a violation of this Code by any Designated Person, the Compliance Officer shall forthwith inform the Board about the violation. The Compliance Officer shall also simultaneously inform Stock Exchange in such manner provided by SEBI about such violations.

(e) The CEO/Managing Director/CFO/Company Secretary/Compliance Officer shall formulate a process for how and when people are brought 'inside' on sensitive transactions and whenever any people are brought inside on sensitive transaction shall be made aware of the duties and responsibilities attached to the receipt of inside information, and the liability that attaches to misuse or unwarranted use of such information.

A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partner(s), collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose.

Legitimate Purpose shall include the following:

- UPSI shared with any person on need-to-know basis;
- UPSI shared for performance of duties or discharge of legal obligations;
- UPSI shared with any regulatory authorities including stock exchanges on the basis of order / communication received from them;
- UPSI share with any persons / third parties for any purpose not mentioned above for a genuine or reasonable purpose subject to authorization by Board.

18. Clarifications

For any queries concerning this Code, the Designated Persons may contact the Compliance Officer.

19. Amendments

The Board may, at any time, modify, alter or amend the provisions of this Code by giving notice of such modification, alteration or amendment to the Designated Persons.

The Code would be subject to revision/ amendment in accordance with the applicable laws, regulations, circulars, notifications, and guidelines issued by SEBI. The Company reserves its rights to alter, modify, add, delete or amend any of the provisions of the Rules.

Any subsequent amendment/modification in the SEBI (Prohibition of Insider Trading) Regulations, 2015, or amendment/modification by way of issue of circular/clarification by the Securities and Exchange Board of India

and/or any other applicable law(s) for time being in force, in this regard shall prevail upon the provisions hereunder and the Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

20. Others

(a) Any two Directors and the Compliance Officer are authorized to make minor modifications to this Code which would remove ambiguities, enhance clarity on the provisions of the Code etc. However, any major modification to the Code will require authorization by the Board.

(b) Where the Company engages a service provider who is a Connected Person, the head of the department of the Company which engages such Connected Person is responsible for communicating the requirements of this Code to such Connected Person & verify whether such Connected Person has a similar code of conduct applicable to its employees to prevent such persons from misusing Unpublished Price Sensitive Information of the Company, as well as the efficacy of implementation of such code by those Connected Persons.

(c) The CEO/Managing Director or CFO or Company Secretary or Compliance Officer in consultation with the Chairman of the Audit Committee shall put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in regulations to prevent insider trading.

(d) The Board of Directors of the Company shall ensure that the CEO/Managing Director, Compliance Officer, and Chief Financial Officer shall ensure compliance with Regulation 9 and sub-regulation (1) and (2) of the regulations.

(e) The Audit Committee of the Company shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and operating effectively.

21. Disclaimer

The Code is the internal policy of the Company to prevent Designated Persons and Connected Persons who are considered by the Company to be Insiders for the purposes of this Code and the Regulations, for prevention of insider trading. It is however the responsibility of each Designated Person and Connected Person to ensure compliance with the provisions of this Code or the Regulations and other related laws. The Company shall not be responsible or liable for any violation or contravention by any Designated Person or Connected Person, of this Code and the Regulations or other related laws.

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8 of the Regulations]

1. **Overseeing and co-coordinating disclosure:**

   a. The Board shall identify a Senior Officer who would be responsible for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information ("Chief Investor Relations Officer") pursuant to this Code as required under the Regulations. In case no Chief Investor Relations Officer is appointed by the Board, the Compliance Officer shall be the Chief Investor Relations Officer and shall discharge and perform the relevant powers, duties and responsibilities of the Chief Investor Relations Officer hereunder.

   b. In case the Chief Investor Relations Officer is not the Compliance Officer, he shall report to, and abide by the directions and instructions issued by, the Chairman and shall also coordinate with the Compliance Officer.

   c. The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-coordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating employees on disclosure policies and procedures.

   d. All disclosure/dissemination whatsoever of any information (save and except disclosure required to be made under any law (including the Regulations) or under this Code) on behalf of the Company shall be first marked to the Chief Investor Relations Officer for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the Chief Investor Relations Officer. In case of doubt, the Chief Investor Relations Officer shall consult and seek approval of the Chairman before disclosure/dissemination of such information.

   e. Should any disclosure/dissemination of information on behalf of the Company take place accidentally without the prior approval referred to above, the person responsible for such disclosure/dissemination shall forthwith inform the Chief Investor Relations Officer about such disclosure/dissemination, irrespective of whether such information is Price Sensitive Information or not.

2. **Responding to Market Rumors**

   a. The employees, officers and Directors of the Company shall promptly direct any queries or requests for verification of market rumors received from Stock Exchanges or any regulatory authorities or from the press or media or any other source to the Chief Investor Relations Officer.

   b. The Chief Investor Relations Officer shall, on receipt of requests as aforesaid, consult the Chairman and respond to the same without any delay.

   c. The Chief Investor Relations Officer shall be responsible for deciding, in consultation with the Chairman, as to the necessity of a public announcement for verifying or denying rumors and thereafter making appropriate disclosures PROVIDED THAT no disclosure in response to the queries/request shall be made by the Chief Investor Relations Officer when the Chairman does not approve the same.

3. **Timely reporting of shareholdings/ownership and changes in ownership**

   The Compliance Officer shall be responsible for ensuring that disclosures of shareholdings/ownership of major shareholders and disclosure of changes in ownership as required under the Listing Agreements and/or the Regulations and/or any other rules/regulations made under the Securities and Exchange Board of India Act, 1992 are made in a timely and adequate manner.

4. **Disclosure/dissemination of Unpublished Price Sensitive Information with special reference to analysts and institutional investors or any other person for Legitimate Purpose:**

   a. No person, except those authorised by the Chairman / Chief Investor Relations Officer / Compliance Officer, shall disclose any information relating to the business activities of the Company to analysts and institutional investors.

   b. All Directors, officers and employees of the Company shall follow the guidelines given hereunder while dealing with analysts and institutional investors: -

Sharing of information: The Directors, officers and employees of the Company, shall provide only public information to analysts and institutional investors. In case non-public information is proposed to be provided, the person proposing to provide such information shall consult the Chief Investor Relations Officer in advance. The Chief Investor Relations Officer shall, in such cases, ensure that the information provided to the analyst or institutional investor as above is made public simultaneously with such disclosure.

The Company shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion.

Unanticipated questions may be noted and a considered response given later. If the answer to any question requires dissemination of Unpublished Price Sensitive Information, a public announcement should be made before responding to the same.

Sharing of Information for Legitimate Purposes: No insider shall communicate, provide, or allow access to any unpublished price-sensitive information, relating to a company or securities listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The policy for determination of Legitimate Purposes as mentioned in detail in Annexure-A to this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

c. Recording of discussion:

All analyst or institutional investor meetings shall be attended by the Chief Investor Relations Officer and other senior employee of the Company. The Chief Investor Relations Officer shall, in order to avoid misquoting or misrepresentation, arrange for recording the discussions at the meeting.

d. Simultaneous release of information:

Whenever the Company proposes to organize meetings with analysts, the Company shall issue a press release or post relevant information on its web site after every such meeting. The Company may also consider live webcasting of analyst meets.

The Chief Investor Relations Officer shall be responsible for drafting the press release or the text of the information to be posted on the Company's website, in consultation with the Chairman.

e. Medium of disclosure/dissemination:

The Company shall disclose/disseminate all Unpublished Price Sensitive Information on a continuous and in timely manner to Stock Exchanges where its Securities are listed and thereafter to the press.

As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the Stock Exchanges and the press may also be supplemented by prompt updates on the Company's website. The Company may also consider other modes of public disclosure of Unpublished Price Sensitive Information so as to improve investor access to the same.

ANNEXURE-A

Policy for Determination of "Legitimate Purposes"
[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. Legitimate purpose shall include sharing of unpublished price-sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of Regulations.

2. Any person in receipt of unpublished price-sensitive information pursuant to a legitimate purpose shall be considered an "insider" for purposes of the SEBI PIT Regulations and due notice shall be given to such person to maintain the confidentiality of such unpublished price-sensitive information in compliance with the said Regulations. Such person is also required to ensure the confidentiality of unpublished price-sensitive information shared with him/her, in compliance with the Regulations.

3. An unpublished price-sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–

   (i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the Company is of informed opinion that sharing of such information is in the best interests of the company.

   (ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the Company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitutes unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

   (iii) For the purpose of (i) and (ii) as mentioned above, the board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of (i) and (ii) above, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

4. Unpublished Price Sensitive Information, such as Financial Results, declaration of Dividends, change in Capital Structure, Open Offer, proposal of Corporate Restructuring which includes mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions, diversification, expansion acquisition in the stake of other entities or Change in Key Managerial Personnel or such other information as may be considered by the Board as Unpublished Price Sensitive Information, which shall be handled within the Company on a need-to-know basis, and the same should be disclosed only to those who need such information for legitimate purpose and to discharge their duties or legal obligations by virtue of their respective role and function, whose possession of such information will not give rise to a conflict of interest or appearance of misuse of such information, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

5. 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 the Permanent Account Number is not available. An adequate and effective system of internal controls will also be laid out to secure such database. Documents containing confidential information shall be kept secured. Computer files must have adequate security login and password, etc.

6. No insider shall trade in the securities of the Company who is in possession of Unpublished Price Sensitive Information for Legitimate Purposes. When a person who has traded in securities has been in possession of unpublished price-sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

ANNEXURE - 1

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer,
MPS Limited

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for the prevention of Insider Trading**, I seek approval to purchase / sale/subscription of Equity shares/ stock derivatives of the Company as per details given below:

1	Name of the applicant	
2	Designation	
3	Number of Securities held as on date	
4	Folio No. / DPID/ Client Id	
5	The Proposal is for: a) Purchase of Securities b) Subscription to Securities c) Sale of Securities	
6	Proposed date of dealing in securities	
7	Estimated number of securities proposed to be acquired/subscribed/sold	
8	Price at which the transaction is proposed (if off-market)	
9	Current Market Price (as on date of application)	
10	Whether the proposed transaction will be through stock exchange or off-market	
11	Folio No/ DPID/CLID where the securities will be credited /debited – (applicable for off-market)	
12	Stock Derivative- lot size as notified by exchanges a) Stock Future – Price & Expiry Date b) Stock Option- Put/ Call, Strike price & Expiry Date	

I enclose herewith the Undertaking signed by me. Yours faithfully,

_____

(Signature of Designated Person)

NOTE: This application has to be necessarily submitted through electronic mail at the dedicated e-mail id investors@mpslimited.com /to the compliance officer followed by a hard copy.

ANNEXURE - 2

(On Stamp Paper of Rs.100)

FORMAT OF UNDERTAKING THAT SHOULD ACCOMPANY THE APPLICATION FOR PRE-DEALING

UNDERTAKING

To,
MPS Limited

I, _____, residing at_____, am a Director / Designated Person of MPS LIMITED ("the Company").

I declare that I do not have any access and have not received or had access to any Unpublished Price Sensitive Information [as defined in the Company's Code of Conduct for Prevention of Insider Trading ("the Code")] upto and including the date of this Undertaking.

I shall, in case have access to, or receive, any Unpublished Price Sensitive Information after the date hereof, but before execution of the transaction referred to in my application dated_____, inform the Compliance Officer of the change in my position and completely refrain from dealing in the Securities (as defined in the Code) till the time such Unpublished Price Sensitive Information becomes public.

I declare that I have not contravened any provision of the Code or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

I am aware that I shall be liable to face penal consequences as set forth in the Code including disciplinary action thereunder, in case the above declarations are found to be misleading or incorrect in any respect.

I hereby agree to indemnify and keep the Company and its Directors and Officers indemnified from and against all and any penalties/fines that may be imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of contravention by me of the SEBI (Prohibition of Insider Trading) Regulations 2015 and the Code prescribed by the Company.

I declare that I have made full and true disclosure in the matter.

_____
_____
(Signature of Director / Designated Person
Date:

ANNEXURE 3

FORMAT FOR PRE-DEALING APPROVAL LETTER

Date:

Approval No:_____of _____

To,

Mr./Mrs._____ Emp No.: _____Designation: _____

PRE-DEALING APPROVAL/DISAPPROVAL -Your application dated _____

Dear Mr./ Ms. _____

With reference to your above application seeking approval for undertaking transactions in the Securities of the Company as detailed therein, please be informed that you are hereby authorized /not authorized to execute the transaction(s) as detailed in your said application.

This approval is being issued to you based on various declarations, representations and warranties made by you in your said application.

This approval letter is valid till_____(i.e. for {1} week). If you do not execute the approved transaction/deal on or before this date you would have to seek fresh pre-dealing approval before executing the same.

Yours,

For **MPS Limited**

Compliance Officer

ANNEXURE 4

FORMAT FOR DISCLOSURE OF PRE-CLEARED TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
MPS Limited

I hereby inform that I

- have not bought/sold/ subscribed any securities of the Company
- have bought/sold/subscribed to_____securities as mentioned below on_____(date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years and produce to the Compliance Officer / SEBI any of the following documents:

1. Broker's contract note.
2. Extract of bank passbook/statement (to be submitted in case of demat transactions).
3. Copy of delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval.

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above-said transactions(s).

Date:_____ Signature : _____

Name:
Designation:

ANNEXURE 5

FORM A

(Regulation 7 (1) (a) read with Regulation 6 (2) of Insider Trading Regulations, 2015
And
(Pursuant to Clause 14 (a) (1) of the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders)

Name of the Company:

ISIN of the Company:

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & Address with Contact No.	Category of Person (Promoter / (KMP) / Directors / immediate relatives / any other person from whom trading decisions are being taken)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg: Shares Warrants, Convertible Debentures etc)	No. of Securities	
1	2	3	4	5

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015*

Details of Open Interest in derivatives of the Company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Options Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of Units (contracts* lot size)	Notional value in Rupee terms	Contract Specifications	Number of Units (contracts* lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Note: *In the case of Options, the notional value shall be calculated based on the premium plus strike price of options*

Name & Signature:

Designation:

Date:

Place

ANNEXURE - 6
FORM B

(Regulation 7 (1) (b) read with Regulation 6 (2) of Insider Trading Regulations, 2015
And
(Pursuant to Clause 14 (a)(2) of the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders)

Name of the Company:
ISIN of the Company:

Details of Securities held on the appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a Listed Company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & Address with Contact No. of himself and their Immediate Relatives	Category of Person (Promoter / (KMP) / Directors / immediate relatives / any other person from whom trading decisions are being taken)	Date of appointment of Director / KMP or date of becoming Promoter	Securities held at the time of becoming Promoter / appointment of Director / KMP		% of Shareholding
			Type of security (For eg: Shares Warrants, Convertible Debentures etc)	No. of Securities	
1	2	3	4	5	6

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015*

Details of Open Interest in derivatives of the Company held on the appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a Listed Company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director / KMP			Open Interest of the Options Contracts held at the time of becoming Promoter/appointment of Director / KMP		
Contract Specifications	Number of Units (contracts* lot size)	Notional value in Rupee terms	Contract Specifications	Number of Units (contracts* lot size)	Notional value in Rupee terms
7	8	9	10		11

Note: *In the case of Options, the notional value shall be calculated based on the premium plus strike price of options*

Name & Signature:

Designation:

Date:

Place:

ANNEXURE - 7

FORM C

(Regulation 7 (2) read with Regulation 6 (2) of Insider Trading Regulations, 2015
And
(Pursuant to Clause 14(b)(1) of the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders)

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, designated person and Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ designated person/ immediate relatives/ any other person from whom trading decisions are being taken	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post-acquisition / disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of Acquisition/Disposal (market / public rights / preferential offer / off-market/ Inter-se transfer, ESOPs, etc.)
		Type of security (For eg. – Shares, Warrants, Co convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale / Pledge/ Revoke/ Invoke)	Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015*

Details of trading in Derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Trading in derivatives (Specify the type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (contracts *lot size)	Notional Value	Number of units (contracts *lot size)	

Note: *In the case of Options, the notional value shall be calculated based on the premium plus strike price of options*

Name & Signature:
Designation:
Date:
Place:

ANNEXURE - 8

Date: _____

To
The Compliance Officer
MPS Limited

I. STATEMENT OF SHAREHOLDINGS OF DIRECTORS / DESIGNATED PERSONS:

Name & Address of Director/ Designated Person	No. & % of shares/voting rights held by the Director/ Designated Person on _____ Folio NO / DP ID / Client ID	Date of receipt of allotment advice/acquisition/sale of shares/voting rights	Date of intimation to the company	Mode of acquisition(market purchase/public/rights/preferential officer etc.)	No. & % of shares/post-acquisition/ sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity y	Sell Value

II. DETAILS OF SHARES HELD BY IMMEDIATE RELATIVE*:

Name & Address of Spouse, parents, siblings and Childs	Relation ship	PAN Number and Phone, mobile/ cell numbers, which are used by relative relatives	No. & % of shares/voting rights held by the Director/ Designated Person on _____	Date of receipt of allotment advice/acquisition/sale of shares/voting rights	Date of intimation to the company	Mode of acquisition (market purchase/public/ rights/preferential officer etc.)	No. & % of shares/post-acquisition/ sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell Value

I/We declare that I/We have complied with the requirement of the minimum holding period of 6 months with respect to the shares sold.

***Immediate Relatives means the spouse of the employee and includes parents, siblings and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such persons in taking decisions in relation to trading in Securities**

_____
Signature
Designation:

ANNEXURE - 9

FORMAT FOR DISCLOSURE OF PARTICULARS BY

DIRECTORS/ DESIGNATED PERSONS

Internal use

Received date and time:
Sign:

Date:

To
The Compliance Officer,
MPS Limited

Dear Sir

My personal details are as under:

Sr. No.	Name of the Director/ Designated Person with Employee Code and Grade	Department, Location of Service and Date of Appointment	PAN	Mobile/landline number, which is in use	Persons with whom such designated person shares a material financial relationship	Name of the educational institution from which director/designated persons have graduated	Name of Past employers

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I hereby declare that I have the following dependent(s)/immediate relatives:

Sr. No.	Name of the Dependent/Immediate Relative	PAN	Mobile/landline number, which is in use by dependent/immediate relatives	Relationship with Director/ Designated Person

I hereby declare that I / my dependents

- Do not hold any Equity Shares of the Company as on the date
- Hold Equity Shares of the Company as per the details given below:

Name & Address of Director / Designated Person	Date o assuming office	No. & % of shares/voting rights held at the time of becoming Director / Designated Person Folio No: or DP ID /Client ID and Date of receipt of allotment /advice/ Date of acquisition (specify)	No. & % of shares /voting rights held on the date hereof	Date of intimation to Company	Mode of acquisition (market purchase/ public/rights / preferential offer etc.)	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange e on which the trade was executed d (if applicable)	Buy quantity (if applicable)	Buy value (if applicable le)

* Include holdings where the Director/ Designated Person or dependent is a joint holder.

** Indicate "F" where the named holder is the first holder of the Securities and "J" where he/ she is the joint holder of the Securities.'

All DP IDs and Client Ids to be furnished even if no Securities of the Company are held, I hereby undertake to inform the changes in the above details from time to time.

I hereby declare that the above details are true, correct and complete in all respects.

Signature: _____

Name:_____

NOTE: Please do not submit through electronic mail.

ANNEXURE - 10

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Preamble

This Policy is framed with an aim to implement a structured procedure for investigation in case of leak or suspected leak of UPSI.

Applicability

This policy shall apply to all Insiders and any other persons as assigned by law from time to time.

Process of inquiry in case of leak of UPSI or suspected leak of UPSI

1. Information (written or oral or electronic) regarding a leak or suspected leak of UPSI may be received by the Company from the following sources:

   a. Internal:

      i. Whistleblower vide the whistleblower process as illustrated in the MPS Whistle Blower Policy;
      ii. Any leak or suspected leak of UPSI detected through the internal controls implemented by the Company.

   b. External: Any entity, including Registrar and Share Transfer Agent, Depository, Stock Exchange, Regional Director, Registrar of Companies, regulatory / statutory authority or any other department of Central or State Government, whether based on the complaint received from a whistleblower or otherwise (above information shall be collectively referred to as "Complaint(s) for the purpose of this Policy")

2. The Compliance Officer or the Company Secretary shall report the Complaint to the Audit Committee within a reasonable time from the date of receipt of the Complaint;

   The Audit Committee shall review the Complaint and shall discuss with the Compliance Officer and Company Secretary on potential next steps including but not limited to seek additional information to consider an investigation, disclosure requirements to the regulatory authorities, appointment of an investigation panel consisting of internal employees or external agencies. If the Complaint implicates the Compliance Officer and/or Company Secretary, then they shall recuse themselves from the said inquiry process;

3. If the Audit Committee mandates an investigation, then the identified panel of investigators shall conduct the investigation into the Complaint(s) and present their findings to the Compliance Officer. The executive summary of the investigation shall be reported to the Audit Committee by the Compliance Officer;

4. Based on the update provided by the Compliance Officer, the Audit Committee shall put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review/deliberations, shall decide on the next steps;

5. The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy;

6. Words and expressions used and not defined in this Policy but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.