

MAHAVEER FINANCE INDIA LIMITED
CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS
(PURSUANT TO REGULATION 9(1) OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATION,
2015)

1. Introduction:

1.1 This Code of Conduct ('Code') has been formulated pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 read with Schedule B and has been approved by the Board of Directors of Mahaveer Finance India Limited (the "Company") in its meeting held on 18th December 2021.

1.2 This Code aims to

- i. Maintain confidentiality of Unpublished Price Sensitive Information (UPSI) and its prompt, uniform and universal dissemination;
- ii. Prevent Insider trading of securities;
- iii. Maintain an ethical and transparent process while dealing in securities of the Company by the designated persons and their immediate relatives.

2. Definitions:

- i. **Company** means MAHAVEER FINANCE INDIA LIMITED.
- ii. **Compliance Officer** shall be Shri. Praveen Dugar, Executive Director and CFO of the Company.
- iii. **Designated Persons** shall be identified by the Board of Directors or such other analogous authority in consultation with the compliance officer on the basis of their role and functions in the organisation and the access that such role and function would provide to UPSI in addition to seniority and professional designation which shall include the following:
 - i. Directors and Officers of the Company
 - ii. Employees of the Company on the basis of their functional role or access to UPSI designated by the Board of Directors
 - iii. Employees of material subsidiaries of the Company designated by their Board of Directors
 - iv. All Promoters of the Company
 - v. Chief Executive Officer (CEO) and employees upto two levels below CEO of the organisation irrespective of their functional role and ability to access UPSI.
 - vi. Any support staff such as IT staff or secretarial Staff who have access to UPSI.
- iv. **Director** means a member of the Board of Directors of the Company.
- v. **Employee** means every employee of the Company including the Directors in employment of the Company.
- vi. **Legitimate purposes** includes sharing of Unpublished Price Sensitive Information in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers,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 or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations, 2015.
- vii. **Unpublished Price Sensitive Information/UPSI** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
 - a. financial results;
 - b. dividends;
 - c. change in capital structure;
 - d. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - e. changes in key managerial personnel.

Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

3. Role of Compliance officer:

- i. The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors but not less than once in a year.
- ii. Setting forth policies, procedures, monitoring adherence to the SEBI (PIT) Regulations, 2015 for preservation of Unpublished Price Sensitive Information, approval and review of trading plans, pre-clearance of Trades and monitoring of Trades and implementation of this Code.
- iii. Assisting all Insiders, Designated persons, employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- iv. Obtaining disclosures from Insiders and Designated persons and to give information, in respect of the disclosures received, to the stock exchanges where securities are listed, as applicable.
- v. Maintaining and preserving all disclosures/undertakings and applications made under this Code.

4. Communication or Sharing of Unpublished Price Sensitive Information:

- i. All Unpublished Price Sensitive Information shall be handled within the Company and communicated on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of his legal obligations.
 - ii. Chinese wall procedures:

Chinese wall procedures and physical arrangements (collectively 'Chinese Walls') shall be used to manage confidential information and prevent the inadvertent spread and misuse of price sensitive information. In general, Chinese walls virtually separate areas that have access to price sensitive information ("**Insider Areas**") from those who do not have such access ("**Public Areas**"). As such, Chinese walls are designed to operate as barriers to the passing of price sensitive information and other confidential information.

As a Chinese wall procedure, the following procedures shall be followed:

 - a. Employees working within an Insider Area are prohibited from communicating any price sensitive information to Employees in Public Areas without the prior knowledge of the Compliance Officer.
 - b. Known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately.
 - c. The establishment of Chinese walls is not intended to suggest that price sensitive information can circulate freely within Insider Areas. The 'need-to-know' principle shall be fully in effect within Insider Areas and across the Insider Areas and Public Areas.
 - d. In exceptional circumstances, Employees from the Public Areas may be allowed to 'cross the wall' and given price sensitive information by following the 'need-to-know' principle, under intimation to the Compliance Officer. The Compliance Officer would duly record reasons for crossing the wall in writing. Such persons shall be made aware of the duties and responsibilities attached to the receipt of UPSI, and the liability that attaches to misuse or unwarranted use of such information.
5. Designated persons and immediate relatives of designated persons in the organisation shall be governed by this Code governing dealing in securities.

6. The Compliance officer shall decide on how and when any person(s) should be brought "inside" on any proposed or ongoing sensitive transaction(s). A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company for legitimate purpose only. Any person(s) who has/have been brought inside on any proposed or ongoing sensitive transaction(s) should be given notice to maintain confidentiality of UPSI and made aware of the duties and responsibilities attached to receipt of UPSI and the liabilities attached to its misuse or unwarranted use.

7. Trading Restrictions:

- i. All designated persons shall execute Trades in the Securities of the Company only in a valid trading period called Trading Window and shall not execute any Trade or deal in any transaction involving the purchase or sale of the Company's Securities in their own name or in the name of their Immediate Relatives during the period when the Trading window is closed.
- ii. The trading window shall be closed when the Compliance Officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- iii. The Trading window shall be closed from the end of every quarter/ half year of any financial period for which the financial results are required to be declared and ending 48 hours after the declaration of such results. When the Compliance officer expect that the Designated Person reasonably be in possession of Unpublished Price Sensitive Information, in that circumstances, the time for commencement of closing of Trading window shall be determined by the Compliance Officer.
- iv. The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

8. Pre-clearance of Trades for Designated persons:

- i. When Trading Window is open, trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer if the proposed trade value exceeds Rs. 50,000/- in a single transaction or series of transaction in a month.
- ii. Pre-clearance procedure: An application for pre-clearance of trade shall be made in the format set out in code, as amended from time to time, by way of an email communication to the Compliance Officer at praveen@mahaveerfinance.com along with an undertaking in favour of the Company by such Designated Person incorporating, inter-alia, the following clauses, as may be applicable:
 - a) That the Designated Person does not have any access or has not received "Unpublished Price Sensitive Information" up to the time of signing the undertaking in the format enclosed to this Code.
 - b) That in case the Designated Person has access to or receives "Unpublished Price Sensitive Information" after signing of the undertaking but before the execution of the transaction he or she shall inform the Compliance Officer of the change in his position and that he or she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - c) That he or she has not contravened the provisions of this Code or Regulations, as amended, from time to time.
 - d) That he or she has made a full and true disclosure in the matter.

- e) The Compliance Officer shall on receiving an application provide the Designated Person with an acknowledgement on the duplicate of the application.
- iii. The application for pre-clearance shall be approved by the Compliance officer. Any rejection of permission shall be communicated to the concerned applicant forthwith.
- iv. The concerned person, if decides not to trade after securing pre-clearance, the same shall be reported to the Company in writing the reasons for such decisions.
- v. The Compliance Officer shall have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- vi. The Designated Person shall execute their trade in respect of securities of the Company within 7 trading days after the pre-clearance is given. If the order is not executed within 7 trading days after the pre-clearance is given, the Designated Person must take fresh pre- clearance for trade.
- vii. The Designated Persons shall hold their investments in securities for a minimum period of six months irrespective of mode of acquisition in order to be considered as being held for investment purposes. The Designated Persons permitted to trade shall not be permitted to execute a contra trade within a period of six months from the date of said trade.
- viii. In case a contra trade executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
- ix. In case, the sale of securities is necessitated by personal emergency, the holding period may be waived by the compliance officer after recording the reasons in writing provided that such relaxation does not violate the SEBI (PIT) Regulations, 2015.

9. Disclosures by Designated persons:

The 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 as per the format annexed.

“Material Financial Relationship” means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

10. Trading Plan:

An insider shall be entitled to formulate a trading plan for trading in securities of the Company 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. The implementation of trading plan shall be as per the provisions of the SEBI (PIT) Regulations, 2015.

11. Reporting requirements for transaction in securities:

- i. Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company **within seven days** of such appointment or becoming a promoter in the format annexed to this Code.
- ii. Every promoter, member of the promoter group, designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within 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 ten lakh rupees in the format annexed to this Code.
Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.
- iii. Any company whose securities are listed on a stock exchange 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 these regulations.
- iv. Off-market trades between insiders who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 of SEBI (PIT) Regulations, 2015 and both parties had made a conscious and informed trade decision, shall be reported by the insiders to the company within two working days in the format annexed to this Code. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

12. Contravention of Code of Conduct:

- i. Any designated persons and immediate relatives of designated persons, who trades in securities or communicates any information for trading in securities, in contravention of this code may be penalized and appropriate action may be taken by the Company, include wage freeze, suspension, recovery, claw back, etc.
- ii. In case it is observed by the Company that there has been a violation of the code or Regulation, the Compliance officer shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by SEBI from time to time.

Annexure I
Pre-clearance Application

To
The Compliance Officer
Mahaveer Finance India Limited

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Code for Prevention of Insider Trading in Equity shares / securities of Mahaveer Finance India Limited, I seek approval for purchase/sale/ subscription of the Securities (give description) of the Company as per the details given below:

Sr. No.	Particulars	Comment
1.	Name of the applicant	
2.	Designation	
3.	Relationship with the Applicant (Self/Immediate Relative)	
4.	Number of securities held as on date	
5.	Folio No. / DP ID / Client ID No.	
6.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Pledge
7.	Proposed date of trading in securities	
8.	Estimated number of securities proposed to be purchased/subscribed/sold/pledge	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market trade	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

UNDERTAKING

With reference to my application for pre-clearance of trades in securities, I solemnly confirm and declare:

- i) THAT I do not have access and /or have not received any “Unpublished Price Sensitive Information” up to the time of signing the undertaking.
- ii) THAT in case I have access to or receive “Unpublished Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and THAT I shall refrain from dealing in the securities of the Company till the time such information becomes public.
- iii) THAT I have not contravened the Code for Prevention of Insider Trading, as notified by the Company from time to time.
- iv) THAT I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
- v) THAT I have made a full and true disclosure in this regard to the best of my knowledge and belief.
- vii) THAT I hereby undertake not to make contra trade transactions in the securities of the company within 6(six) months of the date of trade.

Pre-clearance may kindly be accorded in terms of provisions of the Code for Prevention of Insider Trading of the company.

Date
Place

Signature:
Name:
Designation:

FOR OFFICE USE

Serial number of the application received
Date & time of receipt of the Application
Date & time of communication of the pre-clearance or otherwise
Reasons for not giving pre-clearance

Signature of the Compliance Officer /Authorised Officer

Annexure II

Disclosure by Designated person pursuant to Clause 14 of Schedule B of SEBI (Prohibition of insider Trading Regulations), 2015

To
The Compliance Officer
Mahaveer Finance India Limited

Name	
DIN/Employee No.	
PAN	
DP ID/Client ID	
Phone & Mobile Number	
Name of the educational Institution from where I graduated	
List of Past employers	

No. of Shares held in the Company

1. At the beginning of the Financial year:
2. Transactions during the year:
 - a) Purchase/Sale:
 - b) Date of Transaction:
 - c) No. of Shares:
3. At the end of the Financial year:

Details of Immediate Relatives:

Sl. No.	Name	Relationship	Permanent Account Number	DP ID/Client ID	No. of shares held in the Company	Phone and Mobile Number

Note: "immediate relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

Any other person with whom I share a material financial relationship

Sl. No.	Name	Relationship	Permanent Account Number	DP ID/Client ID	No. of shares held in the Company	Phone and Mobile Number

Note: "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.

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

Signature:
Name:
Designation:
Date:
Place:

Annexure III

SEBI (Prohibition of Insider Trading) Regulations, 2015[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/ Promoter]

Name of the company: _____

ISIN of the company: _____

Details of Securities held including by immediate relatives and by other person for whom such person takes trading decision on 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, CIN/DIN & Address with contact nos.	Category of Person (Promoters/KMP /Directors/ Immediate relative to /Others etc	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
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 (OI) in derivatives of the company held on 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).

Sr. No.	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms

Name & Signature:

Designation:

Date:

Place:

Annexure IV

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure] and [Regulation 4(1)(i)-off market inter se transfers]

Name of the company: _____

ISIN of the company: _____

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

1. Name, PAN,CIN/DIN, & address with contact nos:
2. Category of Person (Promoters/KMP / Directors/ Immediate relative to /others etc):
3. Securities held prior to acquisition / disposal
 - a) Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)
 - b) No. and % of shareholding
4. Securities acquired/ Disposed
 - a) Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)
 - b) No. Of Security
 - c) Value of Security
 - d) Transaction Type (Buy/Sale/Pledge /Revoke/Invoke)
5. Securities held post acquisition/ disposal
 - a) Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)
 - b) No. and % of shareholding
6. Date of allotment/ Sale of Securities:
7. Date of Intimation to Company:
8. Mode of acquisition /disposal (on market/public/rights/ preferential offer / off market/ Inter-se transfer,ESOPs etc.):

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

Name & Signature:
 Designation:
 Date:
 Place:

Annexure V

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 5(1)- Format for Trading Plan]

To
The Compliance Officer
Mahaveer Finance India Limited

Dear Sir,

I, _____, in my capacity as _____ of the Company hereby submit the trading plan with respect to dealing in securities of the Company for a total period of _____ months from _____ to _____.

DP ID/ Client ID / Folio No.	Type of Security	No. of Securities held (as on date)	Nature of Trade (Buy/ Sell)	Proposed Date/time period of trade	No. /total amount of securities proposed to be traded

With respect to the above trading plan, I hereby undertake that I shall:

- I. Not entail commencement of trading on behalf of the insider earlier than 6 months from the public disclosure of the plan.
- II. Not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of financial results for the said period;
- III. Not commence the trading as per above plan if the Unpublished Price Sensitive Information which is in my possession at present, do not comes into public domain till the time of commencement of trading plan & shall defer the commencement of trading plan till such information becomes generally available.
- IV. Not tender any other trading plan for the period for which the above trading plan is already in force; and
- V. Not entail trading in securities for market abuse

Signature:
Name:
Designation:
Date:
Place:

Annexure VI

SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions by Other connected persons as identified by the company Details of trading in securities by other connected persons as identified by the company

1. Name, PAN, CIN/DIN, & address with contact
2. Connection with company
3. Securities held prior to acquisition / disposal
 - a) Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)
 - b) No. and % of shareholding
4. Securities acquired/ Disposed
 - a) Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)
 - b) No. Of Security
 - c) Value of Security
 - d) Transaction Type (Buy/Sale/Pledge /Revoke/Invoke)
5. Securities held post acquisition/ disposal
 - a) Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)
 - b) No. and % of shareholding
6. Date of allotment/ Sale of Securities:
7. Date of Intimation to Company:
8. Mode of acquisition /disposal (on market/public/rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.):

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

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

Name & Signature:

Designation:

Date:

Place:
