

MANGAL CREDIT AND FINCORP LIMITED

CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING
Under SEBI (Prohibition of Insider Trading) Regulations, 2015
Modified on February 10, 2025



INTRODUCTION:

As per the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) and amendments thereto, mandate every company whose shares are listed on a Stock Exchange is required to formulate and publish on its website a code of practices and procedures for fair disclosure of unpublished price sensitive information (“Code”).

In light of the above, Mangal Credit and Fincorp Limited (hereinafter referred to as “the Company”) to devise a framework and adopted to regulate, monitor and report trading in securities and handling of Unpublished Price Sensitive Information (“UPSI”) related to the Company or its securities, pursuant to the Regulations to avoid insider trading and abusive self-dealing.

Precluding insider trading is essential to abide with the policy of SEBI in addition to sustain the reputation and veracity of the Company. It helps to preserve the confidence of all the stakeholders and maintain fairness in the dealings.

PURPOSE

The purpose of the policy is to prevent insider trading by prohibiting dealing, communicating or counselling on matters relating to insider trading. It aims to be transparent and be fair in dealing with all the stakeholders and in ensuring adherence to the laws and regulations. No director, officer, employee may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

To achieve these objectives, the Company hereby notifies this code which is to be followed by the Insider in the letter and spirit mode.

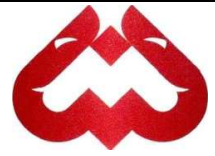
DEFINITIONS

In this Code, the following words and expressions shall have the meanings assigned to them as under:

“Act” means the Securities and Exchange Board of India Act, 1992;

“Audit Committee” shall mean committee of the Board of the Company constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (“SEBI LISTING REGULATIONS”)

“Board” shall mean the board of Directors of Mangal Credit and Fincorp Limited.



"Code" or **"Code of Conduct"** shall mean the Code of Conduct for Prohibition of Insider Trading for Mangal Credit and Fincorp Limited;

"Contra trade" means opposite trade executed by insider within a period of six months of the previous trade in the same securities of the Company.

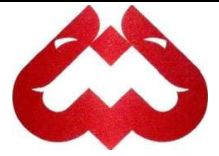
"Compliance Officer" means the Company Secretary of the Company or any senior officer, designated so and reporting to the Board, or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these 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 the implementation of the codes specified in these regulations under the overall supervision of the Board of the Company or the head of an organization, as the case may be;

"Connected Person" means:

(i) any person who is or has during the six months prior to the concerned act been associated with a 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,

- a) a relative of connected persons specified in clause (i); or
- b) A holding company or associate company or subsidiary company; or
- c) An intermediary as specified in Section 12 of the Act or an employee or director thereof; or
- d) An investment company, trustee company, asset management company or an employee or director thereof; or
- e) An official of a stock exchange or of clearing house or corporation; or
- f) 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
- g) 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, 2013; or
- h) An official or an employee of a self-regulatory organization recognized or authorized by the Board;
- i) A banker of the Company; or



j) 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.

k) A firm or its partner or its employee in which a connected person specified in sub-clause (i) of this definition is also a partner.

l) A person sharing household or residence with a connected person specified in sub-clause (i) of this definition

"Dealing in Securities" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

"Designated Person" means:

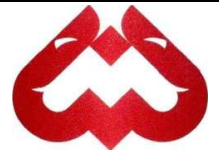
- i. Directors of the Company;
- ii. Employees of the company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization;
- iii. All promoters of the Company and promoters who are individuals or investment companies for intermediaries or fiduciaries;
- iv. Employees upto two levels below Executive Director of the company, intermediary and fiduciary irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
- v. Any support staff of the Company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.

"Director" means a member of the Board of Directors of the Company.

"Employee" means every employee of the Company including the Directors in the employment of the Company.

"Generally available information" means information that is accessible to the public on a non-discriminatory basis;

"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. For the purpose of the Code, the term



'Immediate Relative' shall include Hindu Undivided Family (HUF) of which the Designated Person is a member, unless stated otherwise;

"Insider" means any person who is a connected person, designated person or someone who is in possession of or having access to unpublished price sensitive information;

"Key Managerial Person" means a person as defined in Section 2(51) of the Companies Act, 2013 and in the Memorandum and Articles of Association of the Company;

"Leak of UPSI" refers to unauthorised disclosure or dissemination or communication or procurement of UPSI before its official publication or announcement or formal circulation in the public domain, which shall include any purported attempt thereof.

"Legitimate purpose" shall include sharing of UPSI 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 these regulations.

"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 modification thereof;

"Promoter Group" 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 modification thereof;

"Regulations" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;

"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)*

"Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

"Senior Employee" shall have the meaning assigned to it under the Corporate Governance Code of the Company;



"Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

"The Company" means Mangal Credit and Fincorp Limited having CIN: L65990MH1961PLC012227

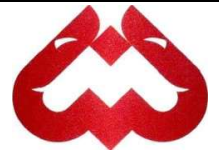
"Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

"Trading day" means a day on which the recognized stock exchanges are open for trading;

"Unpublished Price Sensitive Information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available to the public 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:

- Financial results;
- Dividends;
- Change in capital structure; i.e. buy back, bonus issue, rights issue, split of shares, preferential allotment, FPO etc.
- Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- Changes in key managerial personnel;
- such other information as determined by the Board of Directors/Chief Executive Officer/Chief Operating Officer/Chief Financial Officer/Company Secretary from time to time.

Words and expressions used and not defined in these regulations but defined in the SEBI (Prohibition of insider trading) regulations, 2015, Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.



PROHIBITION ON COMMUNICATION OR PROCURING UPSI AND TARDING BY INSIDERS

(i) Communication or Procurement of unpublished price sensitive information

No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be 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.

All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with the Code of Conduct and the Regulations.

No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. 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 or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions mentioned in Code or the Regulations. The Board may from time to time determine activities which may serve as legitimate purposes.

An Insider who ceased to be associated with the Company shall not, for a period of six months from the date of such cessation, directly or indirectly trade in the Company’s securities while in possession of UPSI.

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

- entail an obligation to make an open offer under the takeover regulations where the board of directors of the listed company is of informed opinion that sharing of such information is in the best interests of the company;*
- 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 constitute 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.

The Company shall ensure that 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 in above scenario, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

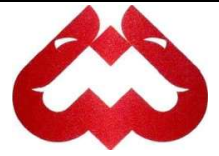
While sharing UPSI, the respective person(s) who is handling UPSI shall enter the necessary details under Structural Digital Database including but not limited to the nature of UPSI and the names of such person who have shared the information and also the names of such person with whom information is shared under this regulation along with the Permanent Account Number ("PAN") or any other identifier authorized by law where PAN is not available. Such record shall be preserved for a minimum period of 8 years.

(ii) Trading when in possession of unpublished price sensitive Information

Restrictions as stated earlier may not be applicable in the following circumstances:

- a. a transaction that is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of these Rules and both parties had made a conscious and informed Trade decision;*
- b. a transaction carried out through block deal window mechanism between persons who were in possession of UPSI without being in breach of these Rules and both parties had made a conscious and informed Trade decision;*
- c. a transaction carried out pursuant to statutory or regulatory obligation;*
- d. a transaction undertaken pursuant to the exercise of stock options and the exercise price is pre-determined with applicable regulations; and*
- e. Trades pursuant to a Trading Plan (as defined below) set up in accordance with these Rules and SEBI Regulations.*

No insider shall trade in securities when in possession of unpublished price sensitive information. 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.



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 the Board.

TRADING PLAN

Insider shall be entitled to formulate a Trading Plan that complies with the SEBI Regulations (“Trading Plan”) and present it to the Compliance Officer for approval and public disclosure. The Trading Plan may be executed only after the plan is approved by the Compliance officer and disclosed to the stock exchanges on which the Securities of the Company are listed.

Trading plan shall –

- *Not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;*
- *Not entail overlap of any period for which another trading plan is already in existence;*
- *Set out following parameters for each trade to be executed;*
 - I. *Either the value of trade to be effected or the number of securities to be traded;*
 - II. *Nature of the trade;*
 - III. *Either specific date or time period not exceeding five consecutive trading days;*
 - IV. *Price limit, that is an upper price limit for a buy trade and lower price limit for a sell trade, subject to 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.*

Further, please note that while formulating the trading plan, parameters mentioned in sub-clause no. I to III shall be mandatorily mentioned for each trade, the parameters in sub-clause IV shall be optional. The price limit in sub-clause IV shall be rounded off to the nearest numeral. Insider may make adjustments with the approval of the Compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

- *Not entail trading in securities for market abuse.*



- *The trading plan shall be reviewed by the Compliance Officer to assess whether the plan would have any potential for violation of the Code and the Act and Regulations made thereunder. The Compliance Officer shall seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.*

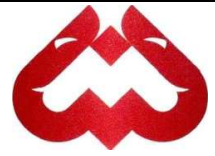
Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

- *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.*
- *However, 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.*
- *Provided further that if the insider has set up a price limit for a trade under sub-clause IV and if price of the security is outside the price limit set by insider, the trade shall not be executed.*

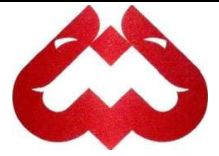
In case of non-implementation (full/partial) of trading plan due to either reasons as mentioned above or failure of execution of trade due to inadequate liquidity in the scrip, the following steps shall be followed;

- *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 reason thereof and supporting documents, if any.*
- *Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submission of the insider, before the Audit Committee in the immediate next meeting. The Audit committee shall decide whether such non-implementation (full/partial) was bonafide or not.*
- *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.*
- *In case the Audit Committee does not accept the submission made by the Insider, then the Compliance Officer shall take action as per the Code.*



TRADING WINDOW CLOSURE

- *The Compliance Officer shall notify a 'trading window' during which the Designated Persons may Trade in the Company's Securities after securing pre-clearance from the Compliance Officer in accordance with these Rules. The competent authority for pre-clearing the Trade of Compliance Officer shall be the Board.*
- *Designated Persons and their Immediate Relatives shall not Trade in the Company's Securities when the trading window is closed.*
- *The trading window shall generally be closed, for all the Designated Persons, their immediate relatives and such other persons who reasonably expected to have possession of UPSI, from the end of every quarter till 48 hours after the declaration of financial results.*
- *Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer. Designated Person or class of Designated Persons will receive a notification on such special blackout periods.*
- *The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available information or is no longer classified as UPSI.*
- *The trading window restriction shall not apply for below cases;*
 - I. *Off-market inter-se transfer between insiders who were in possession of the same UPSI without violating the Code and both parties had made a conscious and informed trade decision.*
 - II. *Transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the Code and both parties had made a conscious and informed trade decision*
 - III. *Transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.*
 - IV. *Transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.*
 - V. *Trades executed as per the Trading Plan set up in accordance with the Code.*



- VI. *Pledge of shares for a bona fide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer.*
- VII. *Transactions undertaken in accordance to respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.*

PRE CLEARANCE OF TRADES

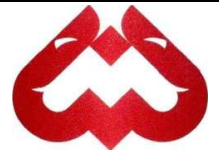
All Designated Persons who intend to Trade in Securities of the Company (either in their own name or through their Immediate Relatives) i.e. buy or sell Securities during the trading window open period and if the value of the securities likely to be traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a Traded value in excess of Rs.2,00,000/- (Rupees Two Lakh Only), should pre-clear the transactions by making an application in the format set out in “Annexure-A” to the Compliance Officer indicating the estimated number of units of Securities that the Designated Person or Immediate Relative(s) intends to trade and such other details as specified in the form and also declare that the applicant is not in possession of UPSI.

The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.

The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person, in the format as articulated in “Annexure-B”, on the condition that the Trade so approved shall be executed within seven trading days following the date of approval.

The Designated Person shall, within two days of the execution of the Trade, submit the details of such Trade to the Compliance Officer as per “Annexure-C”. In case the transaction is not undertaken, a report to that effect shall be filed in the said form.

A Designated Person who Trades in securities of the Company without complying with the pre-clearance procedure as envisaged herein or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in this Code.



All Designated Persons who trade in Securities of the Company shall not enter into a Contra Trade during the next six months following the prior transaction. In case of any Contra Trade is executed, inadvertently or otherwise, in violation of such a restriction, 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.

DISCLOSURE

i) INITIAL DISCLOSURE

- Every person appointed 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. such disclosures shall require to be made in the format as specified in “Annexure-D”
- Every Designated person shall disclose details, like Permanent Account Number or any other identifier authorized by law, names of educational institutions from which they have graduated, contact details, immediate relatives and such other details as may be require from time to time, at the time of appointment or becoming Designated Person.

ii) CONTINUAL DISCLOSURE

- Every promoter, member of the promoter group, Designated Person and director of the 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 as per the format articulated in “Annexure-E”
- Every Designated person shall disclose details, like Permanent Account Number or any other identifier authorized by law, immediate relatives to the Company on an annual basis and as and when the information changes.
- Any off market trade done by the insiders, under this regulations, shall be reported to the Company within 2 working days.

iii) DISCLOSURE BY OTHER CONNECTED PERSONS

The Compliance Officer may require any other Connected Person to disclose the holdings and trading in securities of the Company at such frequency as he may determine.



MECHANISM FOR PREVENTION OF INSIDER TRADING

The Company has put in place internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading. The internal control includes:

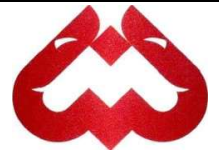
- all Designated Persons who have access to unpublished price sensitive information are identified;*
- During the end of every quarter and as and when system permits, trading by Designated Person restricts through freezing of PAN;*
- all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these Code and the Regulations;*
- adequate restrictions placed on communication or procurement of unpublished price sensitive information as required by this regulations;*
- List of all Designated Persons and other persons with whom unpublished price sensitive information are shared is recorded through entry in Structural Digital Database system;*
- Board of Directors of the Company ensures that the MD and other members of the Company's Senior Management have take adequate steps and measures to comply with the requirements cited in this policy*
- Periodic process review to evaluate effectiveness of such internal controls.*

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

The Company has a whistle blower mechanism and policy in place to enable employees to report instances of leak of unpublished price sensitive information.

PENALTY

Every Insider shall be individually responsible for abiding by the provisions of the Code and may be penalized for contravention of the Code. Action, as deemed appropriate, may be taken by the Company. They may be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans or such other actions as the Audit Committee may deems fit.



Pursuant to Section 15G of the Securities and Exchange Board of India Act, 1992, a person who violates the provisions of this regulations including any amendments thereto, shall be liable to a penalty which shall not be less than ten lakh rupees but which may extend to twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher.

CODE OF FAIR DISCLOSURE

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

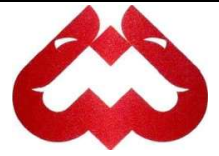
- Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.*
- Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.*
- Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.*
- Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.*
- Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.*
- Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.*
- Handling of all unpublished price sensitive information on a need-to-know basis.*

MISCELLANEOUS

- The Board shall be empowered to amend, modify, and interpret this Code of Conduct and such Rules and same shall be effective from such date that the Board may notify in this behalf.*



- *The Compliance Officer shall provide the Audit Committee of the Board, on a quarterly basis, update on compliance under this code, any violations of this Code and other matters as may be directed by the Audit Committee from time to time.*
- *The Board is required to ensure that a structured digital database is maintained of every person in possession of UPSI (i) containing the nature of UPSI; (ii) names of such persons who have shared the information; (iii) names of such persons with whom information is shared under SEBI Regulations along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.*
- *The Company shall require all Connected Persons to formulate and adhere to a code of conduct to achieve compliance with SEBI Regulations. In case such persons observe that there has been a violation of SEBI Regulations, then they shall inform the Board promptly.*
- *The Company has adopted the amended Infosys Code on Fair Disclosures and Investor Relations available at www.mangalfincorp.com to regulate the Company's practices and procedures for fair disclosure of UPSI and comply with the SEC's Regulations.*
- *Any suspected violation of Leak of UPSI or violation of this Code can be reported under whistle blower policy.*
- *Retaliation for reporting suspected violations is strictly prohibited under this Code: Employee who reports any alleged violations of insider trading laws in accordance with the informant mechanism under the Regulations, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.*
- *Intermediary or fiduciary engaged with the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent insider trading.*
- *It is the responsibility of the Connected Person to ensure compliance with this Code.*
- *While dealing with or handling UPSI, the Designated Persons shall take reasonable steps to prevent inadvertent leakage, spread or misuse of UPSI and shall maintain appropriate Chinese wall.*



- *A Designated Person in possession of UPSI has the responsibility to ensure that the Chinese Wall is not breached deliberately or inadvertently. Any known or suspected breach of the Chinese Wall must be reported to the Compliance Officer, immediately.*
- ***In the event of any conflict between the provisions of this Code and of the SEBI Regulations or any other legal requirement (“Applicable Law”), the provisions of Applicable Law shall prevail over this Code. Any subsequent amendment / modification to the Applicable Law shall automatically apply to this Code.***



Annexure - A
Application cum Undertaking for Pre-clearance

Date:

To,

The Compliance Officer,

Mangal Credit and Fincorp Limited

Mumbai

Sub: Application for Pre-dealing in securities of the Company

Dear Sir / Madam,

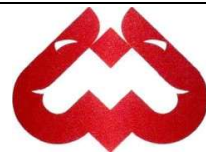
With reference to Code of Conduct for Prohibition of Insider Trading formulated by Mangal Credit and Fincorp Limited with a view to Regulate, Monitor and Report Trading by Insiders, I _____, _____(Designation & Dept.)/My Immediate Relative _____, would like to purchase / sale/ etc. _____equity shares of the Company as per details given below:

S. Particulars

- 1 No. of Securities held as on application date
- 2 DP & Client ID / Folio No.
- 3 No./Value of Securities to be purchased / sold
- 4 Name of person who proposed to trade

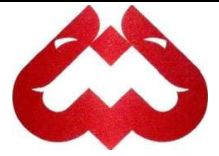
I hereby declare that I (and my immediate relative) am/is not in possession of any UPSI. In the event that I (or my immediate relative) have access to or received any UPSI, after the signing of this application but before executing trade for which approval is sought, I shall inform the Compliance Officer about the same and shall completely refrain from dealing in the Securities until such UPSI becomes publicly available. Thereafter I will submit fresh application for executing a trade or for trade to be executed by my immediate relative. I also hereby declare that I (and my immediate relative) have not contravened any provision of the Code of Conduct or the Regulations, as applicable. Further I undertake to submit report on trade within 2 days from date of execution of trade or submit a 'Nil' report if no trade was executed.

After approval, I (and/or my immediate relative) shall execute the trade within 7 trading days from of the receipt of approval trade failing which I shall seek preclearance again for executing a trade or for trade to be executed by my immediate relative.



Yours faithfully,
Signature:

(Name of Designated Person)



Annexure - B
Approval / Rejection of Pre- Clearance

Date:

To,

.....

Name:

Designation:

Dear Sir / Madam,

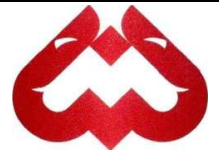
With reference to your Application cum Undertaking for Pre-clearance dated_____, we would like to inform you that your application to purchase / sale/etc. _____ equity shares of the Company is hereby approved / rejected. Now, you (and/or your immediate relative) can execute your trade within 7 trading days i.e._____. Further, you are required to submit a report of the trade details within two trading days from trade. Or In case, no trade was executed, you are required to submit a 'Nil' report. In case, you (and/or your immediate relative) do not execute a trade before _____, you shall submit a fresh pre-clearance application before you (and/or your immediate relative) execute any transaction in the Securities of the Company.

Thanking you,

Yours faithfully,

For, **Mangal Credit and Fincorp Limited**

Compliance Officer



Annexure - C
Reporting of Trade / Transaction

To,
The Compliance Officer,
Mangal Credit and Fincorp Limited

Dear Sir / Madam,

According to approval of pre-clearance dated _____, I (and/or my immediate relative) have/has executed a trade / transaction on _____(date). The detail of said trade / transaction is as under:

Name of holder No. of Securities purchased/ sold Average Gross Price per Securities (In Rs.)

**DP ID & Client
ID/ Folio No.**

Further I enclose herewith copy of Contract Note for your ready reference. I declare that the above information is correct and that no provision of the Code has been violated while executing aforesaid trade / transaction. I also declare that I (and/or my immediate relative) have complied with the requirements of minimum period of 6 months for entering into an opposite transactions in respect of said Securities. Or according to approval of pre-clearance dated _____, I (and/or my immediate relative) have/has not executed a trade / transaction due to _____(reason of non-trading). I will take fresh pre-clearance for trades as and when I (and/or my immediate relative) propose to trade in Securities of the Company.

Signature: _____

Name:

Designation:



Annexure - D
Initial Disclosure of Securities

To,
The Compliance Officer
Mangal Credit and Fincorp Limited

Sub: Initial Disclosure of Securities

Dear Sir / Madam,

Pursuant to Code of Conduct for Prohibition of Insider Trading formulated by Mangal Credit and Fincorp Limited with a view to Regulate, Monitor and Report Trading by Insiders, I, _____, _____ (Designation & Dept.) of the Company hereby submit the following details of securities held in the Company as on the date of appointment i.e.____

Name
DP & Client ID /
Folio No.
No. of Share

Self
Other Relatives,
Relation- wise

Signature:
Date: Name:
Place: Designation:



Details of trading in derivatives on the securities of the Company by promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in the code

Trading in derivatives (Specify 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)	