



MANGAL C CREDIT AND FINCORP LIMITED

CODE OF FAIR DISCLOSURE AND CONDUCT

under SEBI (Prohibition of Insider Trading) Regulations, 2015



Introduction:

The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") on January 15, 2015. Pursuant to Regulation 8 (1) of the Regulations, Mangal Credit and Fincorp Limited is required to formulate a "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" ("Fair Disclosure Code") in adherence to the principles set out in Schedule A to the said Regulations.

Definitions:

In these regulations, unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meanings assigned to them as under:-

1. "**Act**" means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
2. "**Board**" means the Securities and Exchange Board of India;
3. "**Code**" or "**The Code**" shall mean this Code of Practices and Procedures for fair Disclosure of Unpublished Price Sensitive Information;
4. "**Company**" or "**The Company**" shall mean Mangal Credit and Fincorp Limited;
5. "**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis; **NOTE:** It is intended to define what constitutes generally available information so that it is easier to crystallize and appreciate what unpublished price sensitive information is. Information published on the website of a stock exchange, would ordinarily be considered generally available.
6. "**Insider Trading Regulations**" means Securities Exchange Board of India(Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
7. "**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;
8. "**Insider**" means any person who is:
 - ii) a connected person; or
 - ii) in possession of or having access to unpublished price sensitive information;
9. "**Unpublished Price Sensitive Information**" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which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 and such other transactions;
 - (v) changes in key managerial personnel;



Scope

- The Company endeavours to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and to prevent its misuse. To achieve these objectives, and in compliance with the Regulations, Mangal Credit and Fincorp Limited has adopted this “Fair Disclosure Code”.
- This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.
- The Company is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information:

- 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 unpublished price sensitive information to avoid selective disclosure.
- Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- 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 rumours 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.



Medium of disclosure/dissemination

- The Company shall ensure that disclosure to Stock Exchange(s) where Mangal Credit and Fincorp Limited Securities are listed is made promptly.
- Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- The Company may also facilitate disclosure through the use of its official website.
- The information filed by the Company with Exchanges under continuous disclosure requirement may be made available on the Company website.

6. Company Secretary of the Company shall act as the Chief Investor Relationship Officer who will be reporting to the CFO of the Company to deal with dissemination of information and disclosure of UPSI.

7. Other terms not specifically defined here shall have the same meaning as assigned under the code of conduct for prevention of Insider Trading adopted by the Company and the Insider Trading Regulations'. The provisions of this Code have to be read along with the Insider Trading Regulations and if there is any inconsistency / contradiction between the two, the provisions of the Insider Trading Regulations shall prevail.

8. The Fair Disclosure Code is subject to review by the Board of Directors at any time, as it deems fit, or from time to time.
